



## Foseco India Limited

Registered Office: Gat Nos. 922 & 923, Sanaswadi, Taluka Shirur,  
District Pune – 412208

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

Website: [www.fosecointia.com](http://www.fosecointia.com), E-mail ID: [investor.grievance@vesuvius.com](mailto:investor.grievance@vesuvius.com)

Corporate Identity Number: **L24294PN1958PLC011052**

## Notice to the Members

**NOTICE IS HEREBY GIVEN THAT the 01/2025 Extra-Ordinary General Meeting (“EGM”) of the Members of Foseco India Limited (“the Company”) will be held on Sunday, 21 September 2025 at 1100 Hours (IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), to transact the businesses as mentioned below. The venue of the meeting shall be deemed to be the Registered Office of the Company at Gat Nos. 922 & 923, Sanaswadi, Taluka Shirur, District Pune - 412 208.**

### **SPECIAL BUSINESS:**

**1. Approval for issue, offer and allotment of equity shares on preferential basis and matters related thereto**

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

**“RESOLVED THAT** pursuant to: (a) the terms of the share purchase agreement dated 22 August 2025 entered into amongst **Foseco India Limited (“the Company” or “FIL”)**, Foseco Overseas Limited (**“Foseco Overseas”**), Vesuvius Holdings Limited (**“Vesuvius Holdings”**) and Foseco (UK) Limited (**“Foseco UK”**, and together with Foseco Overseas and Vesuvius Holdings, the **“Company Promoters”**), Morgan Advanced Materials Plc (**“Morgan”**), and Morganite Crucible Limited (**“Morganite Crucible”**) and Morgan Terrassen B.V. (**“Morgan Terrassen”**, and together with Morganite Crucible, the **“MCIL Promoters”**) (**“Share Purchase Agreement”**); (b) the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time (the **“Act”**), read with rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force); (c) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“SEBI (ICDR) Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“SEBI Listing Regulations”**) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the **“SEBI (SAST) Regulations”**) (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force); (d) the listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited (collectively, the **“Stock Exchanges”**) on which the equity shares of the Company having face value of INR 10 (Indian Rupees Ten) each (**“Equity**

**Shares**") are listed; (e) the enabling provisions of the Memorandum of Association and Articles of Association of the Company, as amended from time to time; (f) the applicable provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued thereunder (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force); (g) any other rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India ("**SEBI**") and/ or any other statutory / regulatory authorities (hereinafter referred to as "**Applicable Regulatory Authorities**"), in each case to the extent applicable and including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals, consents and permissions as may be necessary or required from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more committee(s) constituted by the Board of the Company to exercise its powers including the powers conferred by this resolution), is hereby authorised to accept; (h) the joint valuation report dated 22 August 2025 issued by GT Valuation Advisors Private Limited (Registration No: IBBI/RV-E/05/2020/134), an independent registered valuer, and BDO Valuation Advisory LLP (Registration No: IBBI/RV-E/02/2019/103), an independent registered valuer, for valuation of the Equity Shares of the Company and equity shares of Morganite Crucible (India) Limited ("**MCIL**") and recommending a share swap ratio in accordance with Section 62 and other applicable provisions of the Act and Chapter V of the SEBI (ICDR) Regulations; and (i) the valuation report dated 22 August 2025 issued by V.B. Desai Financial Services Limited (Registration No: INM 000002731), a Category I Merchant Banker registered with SEBI, for valuation of the Equity Shares of the Company and equity shares of MCIL and recommending a share swap ratio in accordance with the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued thereunder (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot 11,50,800 (eleven lakh fifty thousand eight hundred) Equity Shares of the Company, constituting 15.27% (fifteen point two seven percent) of the total issued and paid-up equity share capital of the Company on a fully diluted basis ("**Consideration Shares**"), to the MCIL Promoters, who are not promoters and who do not belong to the promoter(s) and/or the promoter group of the Company, at a price of INR 5,674 (Indian Rupees Five Thousand Six Hundred and Seventy Four) per Consideration Share, by way of a preferential allotment, subject to the terms and conditions set out in the Share Purchase Agreement, and subject to the receipt of all regulatory and other approvals (if any applicable) including the in-principle approval of the Stock Exchanges in accordance with Regulation 28(1) of the SEBI Listing Regulations, in the following manner ("**Preferential Issue**"):

- (a) 5,90,744 Equity Shares, aggregating to 7.84% (seven point eight four) of the total issued and paid-up equity share capital of the Company, on a fully diluted basis, to Morganite Crucible; and

- (b) 5,60,056 Equity Shares, aggregating to 7.43% (seven point four three) of the total issued and paid-up equity share capital of the Company, on a fully diluted basis, to Morgan Terrassen,

as consideration for purchasing 42,00,000 (forty two lakh) fully paid-up equity shares having face value of INR 5 (Indian Rupees Five) each, of MCIL (constituting 75% (seventy five percent) of the total voting equity share capital of MCIL on a fully diluted basis) ("**Sale Shares**") by FIL from the MCIL Promoters, at a price of INR 1,557 (Indian Rupees One Thousand Five Hundred Fifty Seven) per Sale Share and for an aggregate consideration of INR 653,94,00,000 (Indian Rupees Six Hundred Fifty Three Crore Ninety Four Lakh), in accordance with the terms and conditions as set out in the explanatory statement annexed to this Notice, the Act, SEBI (ICDR) Regulations and other applicable laws and as stated in the Share Purchase Agreement."

**"RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is 22 August 2025, being the date 30 (thirty) days prior to the date of this EGM ("**Relevant Date**")."

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above resolutions, the issue of the Consideration Shares to the MCIL Promoters under the Preferential Issue shall be subject to the following terms and conditions apart from other conditions as prescribed under applicable laws:

- (a) the Consideration Shares so offered, issued and allotted to the MCIL Promoters are being issued in lieu of the acquisition of the Sale Shares from the MCIL Promoters, at a price of INR 1,557 (Indian Rupees One Thousand Five Hundred Fifty Seven) per equity share of MCIL and for an aggregate consideration of INR 653,94,00,000 (Indian Rupees Six Hundred Fifty Three Crore Ninety Four Lakh), valued in accordance with the SEBI (ICDR) Regulations;
- (b) the Consideration Shares so offered, issued and allotted to the MCIL Promoters shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals (including approval for listing and trading) as the case may be;
- (c) the Consideration Shares so offered, issued and allotted to the MCIL Promoters shall be: (i) fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to entitlement to dividend and voting powers) from the date of allotment thereof, and (ii) subject to the requirements of all applicable laws and the provisions of the Memorandum of Association and Articles of Association of the Company;
- (d) the Consideration Shares so offered, issued and allotted to the MCIL Promoters shall be subject to lock-in/ transferability restrictions for 6 (six) months from the date of the trading approval in accordance with Regulation 167(2) of the SEBI (ICDR) Regulations given that the MCIL Promoters will not be classified as the 'promoters' of the Company;

- (e) the Consideration Shares shall be issued and allotted by the Company to the MCIL Promoters in dematerialised form only within a period of 15 (fifteen) days from the later of:
  - (i) date of the approval of this special resolution to be passed by the Members of the Company; or
  - (ii) receipt of last of the approvals required for such issue and allotment by Applicable Regulatory Authorities (including but not limited to the in-principle approval of the Stock Exchanges for the issue and allotment of the Consideration Shares of FIL to MCIL Promoters on a preferential basis);
- (f) no partly paid-up equity shares of the Company shall be issued/ allotted;
- (g) the Consideration Shares so offered and issued to the MCIL Promoters, are being issued for consideration other than cash, being the acquisition of Sale Shares from the MCIL Promoters, and the transfer of Sale Shares to the Company will constitute the full consideration for the Consideration Shares to be issued by the Company to the MCIL Promoters pursuant to this resolution;
- (h) the Consideration Shares so offered, issued and allotted shall not exceed the number of Consideration Shares as approved hereinabove;
- (i) the price determined above shall be subject to appropriate adjustments as required under the rules, regulations and laws, as applicable from time to time; and
- (j) such other conditions as may be applicable pursuant to SEBI (ICDR) Regulations and other applicable law.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of the Act, consent of the Members of the Company be and is hereby accorded to: (a) record the name and details of the proposed allottees being MCIL Promoters in Form PAS-5, and (b) issue a private placement offer cum application letter in Form PAS-4, to the MCIL Promoters inviting them to subscribe to the Consideration Shares in accordance with the provisions of the Act.”

**“RESOLVED FURTHER THAT** all the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorised to make necessary changes, finalize, verify, sign, authenticate and/ or deliver the private placement offer cum application letters to the MCIL Promoters, in accordance with the provisions of the Act.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolutions, all the Directors and the Company Secretary of the Company be and are hereby severally authorised, on behalf of the Company, to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to the following, without being required to seek any further consent or approval of the Members of the Company, and the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution:

- (a) to allot such number of Consideration Shares to each of the MCIL Promoters as may be required to be issued and allotted pursuant to such Preferential Issue;
- (b) to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, including but not limited to applications to the Stock Exchanges for obtaining in-principle approval for listing of the Consideration Shares to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the Consideration Shares to be allotted;
- (c) to vary, modify or alter any of the relevant terms and conditions attached to the Consideration Shares to be allotted to the MCIL Promoters, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Consideration Shares;
- (d) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Consideration Shares to the MCIL Promoters, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit; and
- (e) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI (ICDR) Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred upon them by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any director(s), executive(s), officer(s), company secretary or authorised signatory(ies), including the authority to execute any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may deem necessary, expedient or desirable for giving effect to this resolution, and that all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects.”

**“RESOLVED FURTHER THAT** the copies of the foregoing resolutions, certified to be true by any one of the Directors or the Company Secretary of the Company, may be furnished to any person(s) as may be required.”

**2. Approval for increase in the Authorised Share Capital and consequential amendment to the Capital Clause of the Memorandum of Association of the Company**

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

**“RESOLVED THAT** pursuant to provisions of Sections 13, 61(1)(a) and 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**) and the relevant rules framed thereunder (the **“Rules”**) (including any statutory amendments(s), modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Articles of Association of the Company (**“AOA”**), the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from INR 7,50,00,000 (Indian Rupees Seven Crores and Fifty Lakhs) divided into 75,00,000 (seventy five lakhs) equity shares of INR 10 (Indian Rupees Ten) each, to INR 9,00,00,000 (Indian Rupees Nine Crore) divided into 90,00,000 (ninety lakh) equity shares of INR 10 (Indian Rupees Ten) each, ranking pari-passu in all respect with the existing equity shares of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 4 and 13 and other applicable provisions of the Act, Companies (Share Capital and Debenture) Rules, 2014 and other relevant rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted with the following Clause V:

*V. The Authorised Share Capital of the Company is INR 9,00,00,000 divided into 90,00,000 equity shares of INR 10 (Indian Rupees Ten) each with power to increase and with power from time to time to issue any shares of the original or new capital with any preference or priority in the payment of dividends or the distribution of assets or otherwise over any other shares, whether equity or preference, and whether issued or not, and to vary the regulations of the Company as far as necessary to give effect to any such preference or priority and upon the sub-division of a share to apportion the right to participate in profits or surplus assets with special rights, priorities and privileges to any of the sub-divided shares, or the right to vote in any manner as between the shares resulting from such sub-division.”*

**“RESOLVED FURTHER THAT** all Directors of the Company and the Company Secretary of the Company be and are hereby authorised severally, to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, including making necessary filings with the Ministry of Corporate Affairs and other regulatory authorities in relation to the above, and to negotiate and to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

**“RESOLVED FURTHER THAT** the copies of the foregoing resolutions, certified to be true by any one of the directors or the Company Secretary of the Company, may be furnished to any person(s) as may be required.”

**3. Appointment of Mr. Manuel Antonio Delfino Aguilera (DIN:11218693) as a Non-Executive Non-Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152 and such other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), variation(s) or re-enactment(s) thereof for the time being in force), **Manuel Antonio Delfino Aguilera (DIN: 11218693)** who has been appointed as an Additional Director pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, with effect from July 29, 2025, has submitted a declaration that he is eligible for appointment and that he has given a notice in writing proposing himself as a candidate for the office of Director, based on the recommendation of the Nomination and Remuneration Committee (**“NRC”**) and approval of the Board of Directors at its Meeting held on July 29, 2025 under Section 160 of the Act be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board (including NRC) and or/ the Company Secretary, be and are hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution.”

**4. Approval for investing the funds of the Company in excess of the limit laid down under Section 186 of the Companies Act, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), if any, the consent of the Members of the Company be and is hereby accorded to the Board to: (a) give any loan to any person or other Body Corporate; (b) give any guarantee or provide security in connection with a loan to any other Body Corporate or person; and (c) acquire by way of subscription, purchase or otherwise, securities of any Body Corporate, as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, up to an amount not exceeding INR 1000,00,00,000 (Indian Rupees One Thousand Crore) at any time notwithstanding that such investments are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board and/or any Committee thereof be and is hereby authorised to take from time to time all decisions and steps necessary or expedient or proper in respect of the above investments including the timing, the amount and other terms and conditions of such investments and varying the same through transfer, sale, disinvestments or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board and/or any Committee thereof be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**Registered Office:**

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

By Order of the Board of Directors

**For Foseco India Limited**

**Mahendra Kumar Dutia**

*Controller of Accounts & Company Secretary*

**Date: 22 August 2025**

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**Act**”) with respect to special businesses as set out above is annexed hereto. Further, disclosures as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) with respect to details of Directors who are proposed to be appointed / re-appointed is set out in the Explanatory Statement.
2. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.
3. **Inspection of Documents:**  
All documents referred to in the accompanying EGM Notice and the Explanatory Statement setting out material facts will be available for electronic inspection by the Members during the EGM. All these documents will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of the ensuing Extra-Ordinary General Meeting between 1400 hours to 1600 hours (IST) on all working days (except Saturdays, Sundays and Holidays). Members seeking to inspect such documents can send an email to [investor.grievance@vesuvius.com](mailto:investor.grievance@vesuvius.com) with subject line “Inspection of EGM Documents of Foseco India Limited” along with details of their Folio Number/DP ID and Client ID and self-attested copy of PAN Card.



**4. Dissemination of EGM Notice:**

Electronic copy of the EGM Notice of the Company, *inter-alia*, indicating the process and manner of electronic voting ("e-voting") is being sent to all the Members whose email addresses are registered with the Company/Depository Participant(s), unless any member has requested for a hard copy of the same. In case any member is desirous of obtaining hard copy of the EGM Notice of the Company, may send request to the Company's RTA at email addresses at [pune@in.mpms.mufig.com](mailto:pune@in.mpms.mufig.com) or [umesh.sharma@in.mpms.mufig.com](mailto:umesh.sharma@in.mpms.mufig.com), mentioning Folio No./ DP ID and Client ID. Members who have not registered their e-mail addresses may get the same registered by sending an e-mail to the Company's Registrar, providing necessary details like Folio No./DPID, Client ID, name and address or Client Master Copy, self-attested scanned copy of PAN card and AADHAAR Card.

5. Members may also note that the EGM Notice will be available on the Company's website: [www.fosecointia.com](http://www.fosecointia.com). Additionally, these can be accessed on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting during the AGM/EGM) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**6. Procedure for Attending the EGM Through Video Conference (VC) or Other Audio Visual Means (OAVM):**

The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular Nos. 09/2024 dated September 19, 2024 has allowed the Companies, *inter-alia*, to conduct the Extra-Ordinary General Meeting through VC or OAVM facility on or before 30<sup>th</sup> September 2025, in accordance with the requirements laid down in Paragraphs 3 and 4 of the MCA General Circular No. 20/2020 dated 5<sup>th</sup> May 2020. The General Circular Nos. 09/2024 dated September 19, 2024 has been issued in continuation to MCA General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 09/2023 dated 25.09.2023 ("MCA Circulars"). The Securities and Exchange Board of India ("SEBI") vide its Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") has extended the timelines as above to the Companies.

In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the Company will conduct this EGM by providing two-way teleconferencing facility ("VC facility") to its Members through National Securities Depository Limited (NSDL) e-voting platform the details of which are provided hereinbelow.

(i) Members may note that the VC facility allows at least first 1000 Members to attend and participate at the EGM on first-come-first-served basis. However, the participation of Members holding 2% or more shares, the Promoters, the Institutional Investors, the Directors, the Key Managerial Personnel, Statutory, Secretarial and Cost Auditors, etc., are not restricted on first-come-first-served basis. Members can login and join the meeting 30 minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 minutes after the schedule time.

(ii) Members may note that since the meeting is being held through VC facility, attendance slip is not annexed to the EGM Notice.

(iii) Route map for the venue of the meeting is not available since the meeting is being held through VC facility.

(iv) The physical attendance of Members has been dispensed with, since the EGM is being conducted through VC/OAVM, and therefore the provision for appointment of proxies by the Members will not be available. Accordingly, the proxy form is not annexed to the EGM Notice.

(v) Members attending the EGM through VC facility shall be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

(vi) The video recording of the meeting will be made available on the Company's website: [www.fosecointia.com](http://www.fosecointia.com), as soon as it is available.

**7. Instruction for Members for Remote Electronic Voting (Remote E-Voting) and E-voting during EGM and joining meeting through VC/OAVM:**

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), the Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India and Regulation 44 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, as amended, the Company is providing its Members facility to exercise their right to vote on Resolutions proposed to be considered at this EGM by electronic means which includes "remote e-voting" i.e., from a place other than venue of the EGM, provided by National Securities Depository Limited (NSDL).

**The instructions for Members voting electronically are as under:**

**The remote e-voting period begins on 18<sup>th</sup> September 2025 at 0900 Hours (IST) and ends on 20<sup>th</sup> September 2025 at 1700 Hours (IST).** During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (which is also the record date) being 14<sup>th</sup> September 2025 will be eligible to vote by electronic means or at the EGM. The e-voting module shall be disabled by NSDL for voting thereafter.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**





To enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants, demat account holders would be able to cast their vote without having to register with multiple **e-voting service providers (ESPs)**, for facilitating seamless authentication and also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>Users already registered for NSDL IdeAS facility:</b></p> <p>a) Visit the e-Services website of NSDL, viz., <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</p> <p>b) Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IdeAS</b>’ section.</p> <p>c) A new screen will open, where the user must enter User ID and Password. After successful authentication, user will be able to see e-Voting services under <b>Value-Added Services</b>.</p>

	<p><b>Users already registered for NSDL IdeAS facility:</b></p> <p>d) Click on “<b>Access to e-Voting</b>” under e-Voting services on e-Voting page.</p> <p>e) Click on Company name or e-Voting service provider i.e., NSDL.</p> <p>f) User will be re-directed to e-Voting service provider website of NSDL for casting vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p><b>User not registered for IdeAS e-Services facility:-</b></p> <p>Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IdeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>a) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</p> <p>b) Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section.</p> <p>c) A new screen will open. User will have to enter User ID (i.e., sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>d) After successful authentication, user will be redirected to NSDL Depository site where e-Voting page is found.</p> <p>e) Click on company name or e-Voting service provider name i.e., NSDL.</p> <p>f) User will be redirected to e-Voting service provider website of NSDL for casting vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p> <p><b>e-Voting mobile application of NSDL</b></p> <p>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p>
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	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<p><b>Existing users who have opted for CDSL Easi/ Easiest</b></p> <ol style="list-style-type: none"> <li>Login through their User ID and password. Option will be made available to reach e-Voting page without any further authentication.</li> <li>The URL for users to login to <b>CDSL Easi/ Easiest</b> are <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System <b>Myeasi</b> Tab. Use existing <b>Easi</b> User name and password.</li> <li>After successful login of <b>Easi/ Easiest</b> the user will be also able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company.</li> <li>On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/ NSDL/ KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> </ol> <p><b>Users not registered for Easi/ Easiest</b></p> <p>Option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></p> <p><b>Visit the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page.</li> <li>The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through	<ol style="list-style-type: none"> <li>Users can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>After successful login, they will be able to see e-Voting option</li> </ol>

their <b>Depository Participants</b>	<p>c) After clicking on e-Voting option, the user will be redirected to NSDL/CDSL Depository site after successful authentication, wherein they can see e-Voting feature.</p> <p>d) After clicking on company name or e-Voting service provider name, the user will be redirected to e-Voting service provider website for casting their vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use 'Forget User ID and Forget Password' option available at abovementioned website.

**Helpdesk for Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at <b>022 - 4886 7000 and 022 - 2499 7000</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. <b>1800 21 09 911</b>

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

#### **How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile device.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IdeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IdeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

**d) Your User ID details are given below :**

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

**e) Password details for Members other than individual members are given below:**

I. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

II. If you are using NSDL e-Voting system for the first time, you will need to retrieve the "initial password" which was communicated to you. Once you retrieve your "initial password", you need to enter the "initial password" and the system will force you to change your password.

III. How to retrieve your "initial password"?

- If your email address is registered in your demat account or with the Company, your "initial password" is communicated to you on your email address. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your "initial password".
- If your email address is not registered, please follow steps mentioned below in process for those members whose email addresses are not registered.

**f) If you are unable to retrieve or have not received the "initial password" or have forgotten your password:**

- i) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- ii) "Physical User Reset Password?" (If you are holding shares in physical form) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- iii) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- v) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- vi) Now, you will have to click on "Login" button.
- vii) After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system**

### **A): How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

- a) After successful login at Step 1, you will be able to see all the companies "EVEN" (E-voting Event Number) in which you are holding shares and whose voting cycle and General Meeting is in active status.
- b) Select "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "**VC/ OAVM**" link placed under "Join Meeting".
- c) Now you are ready for e-Voting as the Voting page opens.
- d) Cast your vote by selecting appropriate options i.e., assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- e) Upon confirmation, the message "Vote cast successfully" will be displayed.
- f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g) Once you confirm your vote on the resolution(s), you will not be allowed to modify your vote.

### **B): General Guidelines for Members**

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodians are required to send scanned copy (PDF Format) of the relevant Board Resolution/Power of Attorney (Authority letter) etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer and to the Company at the email address viz; [jbbhave@gmail.com](mailto:jbbhave@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), [umesh.sharma@in.mpms.mufg.com](mailto:umesh.sharma@in.mpms.mufg.com) and [investor.grievance@vesuvius.com](mailto:investor.grievance@vesuvius.com), from the registered email address, authorising their representative to participate in the remote e-voting and/or to attend and vote at the EGM, before the start of the e-voting / EGM, by clearing mentioning FOSECO INDIA LIMITED in the subject line. It also applies to Members who have voted from individual tab and not uploaded the same in the NSDL e-voting system.
- b) Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney (Authority Letter) etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- c) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- d) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or send a request to National Securities Depository Ltd., Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, at the designated email address: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at telephone nos.: 022 - 4886 7000 and 022 - 2499 7000, who will also address the grievances connected with the voting by electronic means. Members may also write to the Company's Registrar.



**C): Process for those shareholders whose email addresses/mobile number are not registered with the company registrar/depositories for obtaining login credentials for e-voting for the resolutions proposed in this Notice:**

- **For Physical shareholders:** Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to **Company's RTA at** [pune@in.mpms.mufg.com](mailto:pune@in.mpms.mufg.com) or [umesh.sharma@in.mpms.mufg.com](mailto:umesh.sharma@in.mpms.mufg.com).
- **For Demat shareholders:** Please update your email ID and mobile number with your respective Depository Participant (DP). Then provide DPID-Client ID (16-digit DPID + Client ID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to **Company's RTA at** [pune@in.mpms.mufg.com](mailto:pune@in.mpms.mufg.com) or [umesh.sharma@in.mpms.mufg.com](mailto:umesh.sharma@in.mpms.mufg.com).
- If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode.
- Alternatively, Members may send a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User ID and password for e-voting by providing above mentioned documents.
- In terms of SEBI Circular on e-Voting facility provided by listed companies, individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depository Participant(s). Members are required to update their mobile number and email address correctly in their demat account in order to access e-Voting facility.

**Step 3: Instructions for Members for participating in the EGM through VC/ OAVM are as under:**

- a) The members will be provided with a facility to attend the EGM through VC/ OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned above for "Access to NSDL e-Voting system". The link for VC/ OAVM will be available in "Shareholder/ Member login" where the EVEN ("E-voting Event Number") of the Company will be displayed. After successful login, the members will be able to see the link of ("VC/ OAVM") placed under the tab "Join Meeting" against the name of the Company. On clicking this link, the members will be able to attend the EGM. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID/ Password may retrieve the same by following the remote e-Voting instructions mentioned above in the notice, to avoid last minute rush.
- b) Members may join the Meeting through Laptops, Desktops, Smartphones and Tablets. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Smartphones or Tablets or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to avoid any glitches.
- c) **Member Queries with Respect to Businesses as Stated in the EGM Notice:**
  - (i) For smooth conduct of EGM proceedings, Members who wish to receive information with respect to the matters to be placed at this EGM, can send their request by providing their name, demat account number / folio number from their registered e-mail ID to [investor.grievance@vesuvius.com](mailto:investor.grievance@vesuvius.com), at least 48 hours in advance before the start of meeting i.e. by **Friday, 19 September 2025, before 1100 Hours (IST)**.



- (ii) Members who wish to ask questions or express their views at the EGM may register themselves as a '**Speaker**' by sending their request by providing their name, demat account number / folio number and mobile number from their registered e-mail ID to [investor.grievance@vesuvius.com](mailto:investor.grievance@vesuvius.com), at least 48 hours in advance before the start of meeting i.e. by **Friday, 19 September 2025, before 1100 Hours (IST)**. Those Members who have registered themselves as a speaker will only be allowed to speak at the Meeting.

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

- d) When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.

**e) Instructions for Members for e-Voting during the EGM:**

- (i) Members may follow the same procedure for e-Voting during the EGM as mentioned above for remote e-Voting.
- (ii) The facility of e-voting shall also be made available at the Meeting. Members attending the Meeting who have not already cast their vote by remote e-voting facility shall be able to exercise their right at the Meeting. If any votes are cast by the Member through the e-voting available during the EGM but the Member does not participate in the meeting through VC/OAVM facility, then the votes cast by such Member shall be considered invalid as the facility of e-voting during the meeting is available only to the Member attending the meeting.
- (iii) The Members who have cast their vote by remote e-voting facility prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again at the Meeting. If a Member cast their vote again, then votes cast through remote e-voting facility shall prevail and voting at the Meeting will be treated invalid.
- (iv) The voting rights of the Members shall be in proportion to their share of the paid-up Equity Share Capital of the Company as on the cut-off date of **Sunday, 14 September 2025**. 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 (which is also the record date) only shall be entitled to avail the facility of remote e-voting or voting at the EGM. Any person who has ceased to be the Member of the Company as on the cut-off date will not be entitled for remote e-voting or voting at the Meeting and should treat this Notice for information purposes only. Any person, who becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [pune@in.mpms.mufg.com](mailto:pune@in.mpms.mufg.com) or [umesh.sharma@in.mpms.mufg.com](mailto:umesh.sharma@in.mpms.mufg.com). However, if any Member is already registered with NSDL for e-voting then he/she can use his/her existing user ID and password / PIN for casting their vote.
- (v) The Helpline details of the person who may be contacted by the members needing assistance with the use of technology, before or during the EGM shall be the same persons mentioned for remote e-Voting and reproduced hereunder for convenience:

Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated email address: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at telephone nos.: 022 - 4886 7000 and 022 - 2499 7000. Members may also write to the Company's email address at [investor.grievance@vesuvius.com](mailto:investor.grievance@vesuvius.com).

8. The Company has appointed Jayavant B. Bhawe, Practicing Company Secretary (FCS 4266; CP No. 3068), proprietor of J. B. Bhawe & Co., Company Secretaries, Pune, as the Scrutiniser, to scrutinise the e-voting process, in a fair and transparent manner.
9. The Scrutiniser shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and submit the details of voting in a consolidated Scrutiniser's report within two working days of conclusion of the EGM to the Chairperson or a person authorised by him in writing who shall countersign the same and shall declare the result of the voting forthwith.
10. The Results declared along with the Report of the Scrutiniser shall be placed on the website of the Company [www.fosecointia.com](http://www.fosecointia.com) and on the website of NSDL immediately after the declaration of result by the Chairperson or a person authorised by him. The results shall also be communicated to the Stock Exchanges.

## Annexure to the Notice of the Extra-Ordinary General Meeting

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

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as “**the Act**”) the following Explanatory Statement setting out the material facts relating to the business mentioned under Item Nos. 1 to 4 and after of the accompanying Notice is annexed herewith.

#### Item No. 1

The shareholders are informed that the Board of Directors of **Foseco India Limited** (“**the Company**” or “**FIL**”) in their meeting held on 22 August 2025 have approved and accorded their consent for the Company to enter into a share purchase agreement with Foseco Overseas Limited (“**Foseco Overseas**”), Vesuvius Holdings Limited (“**Vesuvius Holdings**”) and Foseco (UK) Limited (“**Foseco UK**”, and together with Foseco Overseas and Vesuvius Holdings, the “**Company Promoters**”), Morgan Advanced Materials Plc (“**Morgan**”), and Morganite Crucible Limited (“**Morganite Crucible**”) and Morgan Terrassen B.V. (“**Morgan Terrassen**”, and together with Morganite Crucible, the “**MCIL Promoters**”) (the “**Share Purchase Agreement**”).

Pursuant to the terms of the Share Purchase Agreement, the Company has agreed to purchase 42,00,000 (forty two lakh) fully paid-up equity shares having face value of INR 5 (Indian Rupees Five) each, of Morganite Crucible (India) Limited (“**MCIL**” or “**Target Company**”) (constituting 75.00% (seventy five percent) of the total voting share capital of MCIL on a fully diluted basis) (“**Sale Shares**”) from the MCIL Promoters, at a price of INR 1,557 (Indian Rupees One Thousand Five Hundred Fifty Seven) per Sale Share and for an aggregate consideration of INR 653,94,00,000 (Indian Rupees Six Hundred Fifty Three Crore Ninety Four Lakh) (“**Underlying Consideration**”).

The Underlying Consideration shall be paid and discharged by the Company by issuing and allotting 11,50,800 (eleven lakh fifty thousand eight hundred) fully paid-up equity shares of the Company, constituting 15.27% (fifteen point two seven percent) of the total issued and paid-up equity share capital of the Company on a fully diluted basis (“**Consideration Shares**”), to the MCIL Promoters, at a price of INR 5,674 (Indian Rupees Five Thousand Six Hundred Seventy Four) per Consideration Share and at an exchange ratio of 274 (two hundred seventy four) Consideration Shares for every 1,000 (one thousand) Sale Shares, by way of a preferential allotment, subject to the terms and conditions set out in the Share Purchase Agreement and subject to the receipt of approval of the Members of the Company and the receipt of all regulatory and other approvals (if any applicable) including the in-principle approval from the BSE Limited and the National Stock Exchange of India Limited (“**Stock Exchanges**”), and in compliance with the provisions of applicable law including the Companies Act, 2013, Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI (ICDR) Regulations**”) as amended from time to time, and the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued thereunder, as amended from time to time, in the following manner (“**Preferential Issue**”):

- (a) 5,90,744 (five lakh ninety thousand seven hundred forty four) fully paid-up equity shares of the Company, aggregating to 7.84% (seven point eight four) of the total issued and paid-up equity share capital of the Company, on a fully diluted basis, to Morganite Crucible; and

- (b) 5,60,056 (five lakh sixty thousand fifty six) fully paid-up equity shares of the Company, aggregating to 7.43% (seven point four three) of the total issued and paid-up equity share capital of the Company, on a fully diluted basis, to Morgan Terrassen.

The issue price has been determined based on consideration of:

- (a) joint valuation report dated 22 August 2025 received from GT Valuation Advisors Private Limited, an independent registered valuer (Registration No: IBBI/RV-E/05/2020/134) and BDO Valuation Advisory LLP, an independent registered valuer (Registration No: IBBI/RV-E/02/2019/103); and
- (b) valuation report dated 22 August 2025 received from V.B. Desai Financial Services Limited, a Category-I Merchant Banker (Registration No: INM 000002731).

The issue price is not less than the floor price prescribed under Chapter V of the SEBI (ICDR) Regulations.

The transaction contemplated under the Share Purchase Agreement is hereinafter referred to as the “**Underlying Transaction**”. Pursuant to the consummation of the Underlying Transaction, the Company will acquire voting rights in excess of 25.00% (twenty-five per cent) in and direct control over MCIL and will become the Promoter of MCIL in terms of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI (SAST) Regulations**”).

In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act, and the rules made thereunder, as amended, and in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations as amended, any preferential issue of shares requires the approval of the Members of the Company by way of a special resolution.

Accordingly, consent of the Members is being sought by way of a special resolution to issue and allot the Consideration Shares to the proposed allottees being the MCIL Promoters in accordance with the provisions of the Act, the SEBI (ICDR) Regulations, and any other applicable laws.

As the date of EGM of the Members is Sunday, 21 September 2025, the Relevant Date (for determining the minimum price) is Friday, 22 August 2025. The equity shares of the Company proposed to be offered, issued and allotted shall be subject to the Memorandum and Articles of Association of the Company and the terms of issue as decided by the Board and shall rank pari-passu in all respects with the existing equity shares of the Company.

The details of the issue and other particulars as required in terms Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

**1. Particulars of the offer including date of passing of the Board Resolution**

The Board of Directors of the Company at its meeting held on 22 August 2025 has approved the proposed issuance of the equity shares of the Company, by way of a preferential allotment, subject to approval of the Members of the Company, and receipt of regulatory and other

approvals (if any applicable), including the in-principle approval of the Stock Exchanges. The particulars of the issue are as follows:

- (a) issue of 11,50,800 (eleven lakh fifty thousand eight hundred) fully paid-up equity shares of the Company, constituting 15.27% (fifteen point two seven percent) of the total issued and paid-up equity share capital of the Company on a fully diluted basis ("**Consideration Shares**"), to the MCIL Promoters, by way of a preferential allotment, at a price of INR 5,674 per equity share of the Company; and
- (b) the Consideration Shares shall be fully paid-up and listed on the BSE Limited and the National Stock Exchange of India Limited (collectively, the "**Stock Exchanges**") and rank pari-passu with the existing equity shares of the Company in all aspects from the date of allotment (including with respect to the entitlement to dividend and voting powers, other than statutory lock-in under the SEBI (ICDR) Regulations), in accordance with applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company. The issue price is determined based on the valuation reports set out in paragraph 5 below, and in accordance with the SEBI (ICDR) Regulations.

## **2. Objects of the preferential issue**

Pursuant to the Share Purchase Agreement, the Company has agreed to purchase the Sale Shares from the MCIL Promoters for the Underlying Consideration.

The Underlying Consideration is being discharged by the Company by issuing and allotting the Consideration Shares, i.e., 11,50,800 (eleven lakh fifty thousand eight hundred) fully-paid up equity shares of the Company constituting 15.27% (fifteen point two seven percent) of the total issued and paid-up equity share capital of the Company on a fully diluted basis, to the MCIL Promoters, at a price of INR 5,674 (Indian Rupees Five Thousand Six Hundred Seventy Four) per equity share of the Company, by way of a preferential allotment, subject to the terms and conditions set out in the Share Purchase Agreement and subject to receipt of all regulatory and other approvals (if any applicable), including the in-principle approval of the Stock Exchanges.

### Utilization of proceeds of the issue

Not applicable since the Consideration Shares are being issued as consideration for the acquisition of the Sale Shares from the MCIL Promoters.

## **3. Maximum number of specified securities to be issued, pricing of the preferential issue and the kind of specified securities to be issued**

The Company proposes to offer, issue and allot the Consideration Shares, i.e., 11,50,800 (eleven lakh fifty thousand eight hundred) fully-paid up equity shares of the Company to the proposed allottees, being the MCIL Promoters, by way of a preferential allotment, at a price of INR 5,674 (Indian Rupees Five Thousand Six Hundred Seventy Four) per Consideration Share. Please refer to paragraph 6 for the basis of determining the price for the preferential issue.

**4. Intention of Promoters / Directors / Key Managerial Personnel to subscribe to the offer**

None of the directors, key managerial personnel or Promoters of the Company intend to subscribe to the equity shares of the Company through this preferential allotment and they will not be making any contribution either as part of the preferential allotment or separately in furtherance of the objects.

**5. Name and address of valuer who performed valuation**

The valuation of the equity shares of the Company and MCIL has been done by:

- (a) GT Valuation Advisors Private Limited (Registration No: IBBI/RV-E/05/2020/134), an independent registered valuer. Address at 16th Floor, Tower III, One International Centre, Senapati Bapat Marg Prabhadevi (West), Mumbai – 400013, Maharashtra, India;
- (b) BDO Valuation Advisory LLP (Registration No: IBBI/RV-E/02/2019/103), an independent registered valuer. Address at The Ruby, Level 9, North East Wing, Senapati Bapat Marg, Dadar West, Mumbai – 400028, Maharashtra, India; and
- (c) V.B. Desai Financial Services Limited (Registration No: INM 000002731), a SEBI registered Category I Merchant Banker. Address at: Cama Building, 1st Floor, 24/26, Dalal Street, Mumbai – 400 001.

**6. Basis on which the price has been arrived at along with the valuation report of the registered valuer**

The price has been determined based on consideration of the valuation reports dated 22 August 2025 issued by:

- (a) GT Valuation Advisors Private Limited (Registration No: IBBI/RV-E/05/2020/134) together with BDO Valuation Advisory LLP (Registration No: IBBI/RV-E/02/2019/103), each an independent registered valuer, in accordance with the Section 62 and other applicable provisions of the Act and Chapter V of the SEBI (ICDR) Regulations; and
- (b) V.B. Desai Financial Services Limited (Registration No: INM 000002731), a SEBI registered Category I Merchant Banker, in accordance with the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The equity shares of the Company are listed on the Stock Exchanges and are frequently traded in accordance with the SEBI (ICDR) Regulations. Therefore, the price is determined pursuant to Regulation 164 of the SEBI (ICDR) Regulations.

The Articles of Association of the Company do not provide for a method of determination which results in a floor price higher than that determined under SEBI (ICDR) Regulations.

Accordingly, and as per the provisions of the SEBI (ICDR) Regulations, the Consideration Shares will be issued at a price of INR 5,674 (Indian Rupees Five Thousand Six Hundred Seventy Four) per Consideration Share which is not less than the price as determined by the registered valuer.

The Company will be allotting 7.84% (seven point eight four) of the post issue fully paid up equity share capital of the Company on a fully diluted basis to Morganite Crucible and 7.43% (seven point four three) of the post issue fully paid up equity share capital of the Company on a fully diluted basis to Morgan Terrassen.

As the proposed allotment will be more than five percent of the post issue fully diluted share capital of the Company to the proposed allottees, a valuation report from an independent registered valuer has been obtained pursuant to Regulation 166A of the SEBI (ICDR) Regulations.

**7. Amount which the Company intends to raise by way of such securities**

Not applicable. The issue of the Consideration Shares is for consideration other than cash.

**8. Relevant date**

The "Relevant Date" as per the SEBI (ICDR) Regulations for the determination of the floor price for equity shares of the Company to be issued is Friday, 22 August 2025 i.e., 30 (thirty) days prior to the date of this EGM.

**9. Shareholding pattern of the Issuer before and after the proposed preferential issue**

No.	Category	Pre Issue		Proposed allotment	Post Issue	
		No of shares held	% of share holding		No of shares held	% of share holding
<b>A</b>	<b>Promoters' holding:</b>					
<b>1</b>	<b>Indian:</b>	-	-	-	-	-
	<b>Individual</b>	-	-	-	-	-
	<b>Bodies Corporate</b>	-	-	-	-	-
	<b>Sub Total</b>	-	-	-	-	-
<b>2</b>	<b>Foreign Promoters</b>	47,88,845	74.98	-	47,88,845	63.54
	<b>Sub Total (A)</b>	47,88,845	74.98	-	47,88,845	63.54
<b>B</b>	<b>Non- Promoters' holding:</b>					
<b>1.</b>	<b>Institutions (Domestic)</b>					
	<b>Mutual Funds</b>	37,698	0.59	-	37,698	0.50
<b>2.</b>	<b>Institutions (Foreign)</b>					

No.	Category	Pre Issue		Proposed allotment	Post Issue	
		No of shares held	% of share holding		No of shares held	% of share holding
	Foreign Portfolio Investors Category I	9,739	0.15	-	9,739	0.13
<b>3</b>	<b>Non-Institution:</b>					
	Investor Education and Protection Fund (IEPF)	34,867	0.55	-	34,867	0.46
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	6,78,940	10.63	-	6,78,940	9.01
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	23,000	0.36	-	23,000	0.31
	Non Resident Indians (NRIs)	34,185	0.54	-	34,185	0.45
	Foreign Companies	7,33,226	11.48	11,50,800	18,84,026	24.99
	Bodies Corporate	17,314	0.27	-	17,314	0.23
	Any Other	28,645	0.45	-	28,645	0.38
	<b>Sub Total (B)</b>	15,97,614	25.02		27,48,414	36.46
	<b>Grand Total</b>	<b>63,86,459</b>	<b>100</b>		<b>75,37,259</b>	<b>100</b>

**10. Proposed time frame within which the allotment shall be completed**

As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of the Consideration Shares on or before the expiry of 15 (fifteen) days from the date of passing of the Special Resolution by the Members of the Company for issue and allotment of the equity shares of the Company, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority or the Central Government (including but not limited to the in-principle



approval of the Stock Exchanges), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

11. **Proposed allottees, identity of the proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and / or who ultimately control the proposed allottees), the percentage (%) of post preferential issue capital that may be held by the proposed allottees**

Sr. No.	Name of the proposed allottee	PAN of the proposed allottees	Category of the proposed allottee	Ultimate Beneficial Owners	Pre-allotment equity holding	Number of equity shares to be allotted	Post allotment equity holding and % of post allotment Share-holding
1.	Morganite Crucible Limited	AAFCM 2592M	Body Corporate – Private company	<p>Morganite Crucible Limited is a wholly-owned subsidiary of Morgan Advanced Materials plc (“<b>MAM plc</b>”), a company listed on the London Stock Exchange.</p> <p>No shareholder of MAM plc holds more than 10% of MAM plc.</p> <p>The board of directors (senior Managing officials) of Morganite Crucible Limited comprises Paul Andrew Boulton, Winifred Chime, Richard Armitage and Elizabeth Knowles</p>	NIL	5,90,744	7.84%

2.	Morgan Terrassen B.V.	AAJCM 1980D	Body Corporate – Private company	<p>Morgan Terrassen B.V. is an indirect wholly-owned subsidiary of <b>MAM plc</b>, a company listed on the London Stock Exchange.</p> <p>No shareholder of MAM plc holds more than 10% of MAM plc.</p> <p>The board of directors (senior Managing officials) of Morgan Terrassen BV comprises Matthew Price, Esther Bruin and Anneloes Erkens-Beer.</p>	NIL	5,60,056	7.43%
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**12. Class or classes of persons to whom the allotment is proposed to be made**

Fully paid-up equity shares of the Company as mentioned in Resolution No. 1 are proposed to be allotted to the following:

Name of the proposed allottees	Category of the proposed allottees	Current status of the allottees	Proposed status of the allottees
Morganite Crucible Limited	Body Corporate – Private company	Not applicable	Public Shareholder
Morgan Terrassen B.V.	Body Corporate – Private company	Not applicable	Public Shareholder

**13. Change in control, if any, in the Company that would occur consequent to the preferential issue**

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Consideration Shares.

**14. Lock-in period**

The proposed allotment of the Consideration Shares to the MCIL Promoters shall be subject to lock-in for 6 months from the date of trading approval as per the provisions of Regulation 167(2) of the SEBI (ICDR) Regulations given that the MCIL Promoters will not be classified as the 'Promoters' of the Company.

**15. Re-computation of the Issue Price**

Since the equity shares of the Company have been listed on the Stock Exchanges for a period of more than 90 (ninety) trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued, pursuant to Regulations 164(2) and 164(3) of SEBI (ICDR) Regulations and therefore, the Company is not required to submit the undertaking / disclosures specified under Regulation 163(1)(g) and 163(1)(h) of SEBI (ICDR) Regulations.

**16. Disclosure as specified in under Regulation 159(3) and 163(1)(i) of the SEBI ICDR Regulations**

- i. It is hereby confirmed that neither the Company nor any of its promoters and/or directors is a wilful defaulter or fraudulent borrower.
- ii. It is hereby confirmed that neither the Company nor any of its promoters and/ or directors is declared as fugitive economic offenders under Fugitive Economic Offender Act, 2018.

**17. Certificate from Practicing Company Secretary**

A certificate from the Practicing Company Secretary certifying that the issue of Consideration Shares on a preferential basis is being made in accordance with requirements of Chapter V of the SEBI (ICDR) Regulations will be available for electronic inspection by the Members without any fee up to the date of the ensuing Extra-Ordinary General Meeting between 1400 hours to 1600 hours (IST) on all working days (except Saturdays, Sundays and Holidays). Members seeking to inspect such documents can send an email to [investor.grievance@vesuvius.com](mailto:investor.grievance@vesuvius.com). The said Certificate will be uploaded on the Investor Relations page on the website of the Company i.e. [www.fosecoindia.com](http://www.fosecoindia.com) before the Extraordinary General Meeting.

**18. Valuation for consideration other than cash**

As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by an independent valuer where securities are issued on a preferential basis for consideration other than cash. Please refer to paragraph 6 for the basis of determining the price for the preferential issue.

**19. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer**

The Consideration Shares are being issued to the MCIL Promoters as consideration for the acquisition of the Sale Shares by the Company. Please refer to paragraph 6 for the basis of determination of the consideration.

- 20. Terms of issue of the equity shares, if any**  
The Consideration Shares to be allotted in terms of Resolution No. 1 shall rank pari-passu with existing equity shares of the Company in all respects including the payment of dividend, if any. The other terms and conditions for issue of the Consideration Shares is mentioned in the Resolution No. 1.
- 21. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price**  
The Company has not made any allotment to any persons on preferential basis during the year.
- 22. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution**  
None of the directors, key managerial personnel of the Company, or their relatives are, in any way, concerned or interested in the said resolution.
- 23. Listing**  
The Company will make an application to the Stock Exchanges, for listing of the Consideration Shares to be issued and allotted by way of preferential allotment.
- 24. Principle terms of assets charged as securities**  
No assets of the Company are charged as a security.
- 25. Material terms of raising securities**  
As stated above.
- 26. Purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects**  
Not applicable.
- 27. Other undertakings and disclosures in accordance with SEBI ICDR Regulations**
- i. The proposed allottees have confirmed that they have not sold / transferred any Equity Shares during the 90 (ninety) trading days preceding the Relevant Date.
  - ii. The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations.
  - iii. The Company is not required to re-compute the price per equity share to be issued in terms of Regulations 164(2) and 164(3) of the SEBI (ICDR) Regulations.
  - iv. During the period from January 01, 2025, until the date of Notice of this EGM, the company has not made any allotment of equity shares or any of its securities.
  - v. The Company will ensure that the number of persons to whom allotment on preferential basis will be made during the current financial year ending on 31 December 2025, will not exceed the limit specified in the Companies Act, 2013 and Rules made thereunder.
  - vi. The issue of Consideration Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Act, the Rules and the relevant Regulations of the SEBI (ICDR) Regulations and shall be made in a dematerialized form only.
  - vii. The Company shall make an application to the BSE Limited and the National Stock Exchange of India Limited, seeking their respective in-principle approvals for the

- proposed allotment on or before the date of dispatch of Notice of EGM to the shareholders.
- viii. No Promoter of the Company or Member of the Promoter Group of the Company has been allotted any warrants / failed to exercise the warrants allotted to them during the year.
  - ix. Pursuant to the proposed investment and in accordance with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, no offer or invitation of any securities of the Company is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.
  - x. The Company currently and post preferential issue, would be in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI.
  - xi. There are no outstanding dues of the Company payable to SEBI, Stock Exchanges or Depositories.
  - xii. Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI (ICDR) Regulations are not applicable.
  - xiii. Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

Accordingly, the Board recommends the Resolution set out in Item No. 1 for the approval by the Members of the Company as a **Special Resolution**.

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

#### **Item No. 2:**

The shareholders are aware that the Company, Foseco Overseas Limited ("**Foseco Overseas**"), Vesuvius Holdings Limited ("**Vesuvius Holdings**"), Foseco (UK) Limited ("**Foseco UK**", and together with Foseco Overseas and Vesuvius Holdings, the "**Company Promoters**"), Morgan Advanced Materials Plc ("**Morgan**"), Morganite Crucible Limited ("**Morganite Crucible**") and Morgan Terrassen B.V. ("**Morgan Terrassen**", and together with Morganite Crucible, the "**MCIL Promoters**") propose to enter into a share sale and purchase agreement ("**Share Purchase Agreement**").

Pursuant to the terms and conditions of the Share Purchase Agreement, the Company proposes to acquire 42,00,000 (forty two lakh) fully paid-up equity shares having face value of INR 5 (Indian Rupees Five) each, of Morganite Crucible (India) Limited ("**MCIL**") (constituting 75% (seventy five percent) of the total voting share capital of MCIL on a fully diluted basis) ("**Sale Shares**"), from the MCIL Promoters, at a price of INR 1,557 (Indian Rupees One Thousand Five Hundred Fifty Seven) per Sale Share and for an aggregate consideration of INR 653,94,00,000 (Indian Rupees Six Hundred Fifty Three Crore Ninety Four Lakh) ("**Underlying Consideration**").

The Underlying Consideration shall be paid and discharged by the Company by issuing and allotting 11,50,800 (eleven lakh fifty thousand eight hundred) fully paid-up equity shares of the Company ("**Consideration Shares**") (constituting 15.27% (fifteen point two seven percent) of the total issued and paid-up share capital of the Company on a fully diluted basis), to the MCIL Promoters, at a price of INR 5,674 (Indian Rupees Five Thousand Six Hundred Seventy Four) per Consideration Share, and at an exchange ratio of 274 (two hundred seventy four) Consideration Shares for every 1,000 (one thousand) Sale Shares, by way of a preferential allotment, subject to the terms and conditions set out in the Share Purchase Agreement, and subject to receipt of the approval of the Members of the Company and receipt of all regulatory and other approvals (if applicable) including the in-principle approval from the Stock Exchanges ("**Preferential Issue**").

Accordingly, in order to accommodate the Consideration Shares proposed to be issued and allotted pursuant to Preferential Issue, it is proposed to increase the Authorised Share Capital of the Company from INR 7,50,00,000 (Indian Rupees Seven Crores and Fifty Lakhs) divided into 75,00,000 (seventy five lakhs) equity shares of INR 10 (Indian Rupees Ten) each, to INR 9,00,00,000 (Indian Rupees Nine Crore) divided into 90,00,000 (ninety lakh) equity shares of INR 10 (Indian Rupees Ten).

The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company. Thus, it requires Members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

Accordingly, the Board recommends the Resolution set out in Item No. 2 for the approval by the Members of the Company as an **Ordinary Resolution**.

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

The Resolution Nos. 1 and 2 as set out in the Notice of EGM and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines / regulations issued / to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory / statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory / statutory authorities or in case they do not conform with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

**Item No. 3:**

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its Meeting held on 29 July 2025, appointed **Manuel Antonio Delfino Aguilera (DIN: 11218693)**, as a Non-Executive Non-Independent Director to the Board of the Company, with effect from 29 July 2025. He was nominated as a Director on the Board of the Company by Foseco Overseas Limited, the Holding Company. He is an Additional Director on the Board of the Company. Since his appointment as a Director, he has attended one meeting of the Board on 22 August 2025. He will not be paid any remuneration for directorship in the Company. Further, he will be liable to retire by rotation.

**Detailed profile of Mr. Manuel Antonio Delfino Aguilera**

Mr. Manuel Delfino, aged 46 years (date of birth 5 March 1979) is an Italian citizen.

Mr. Manuel Delfino is an experienced professional in the global steel and foundry market, excelling in marketing, business plans, management, and strategic definition. He holds a degree in Metallurgy from Universidad Nacional Experimental Politécnica (UNEXPO) and an MBA from Instituto de Estudios Superiores de Administración (IESA) in Venezuela. He also completed the Advanced Management Program at INSEAD business school in France.

Mr. Manuel Delfino was appointed as President of the Foundry Technologies Business Unit of Vesuvius plc on 1 July 2025 and is based in London, England. He joined the Vesuvius Group in September 2003 and has extensive experience having worked in all Vesuvius divisions across steel, foundry and sensors and probes. He has worked and lived in Venezuela, Colombia, Brazil, Germany, Mexico and United States of America where he most recently held the position of Vice President, Flow Control North America.

Mr. Manuel Delfino does not hold directorship in any other public limited listed entity in India except Foseco India Limited. He is a member in each of the Stakeholders' Relationship Committee, the Corporate Social Responsibility Committee and the Risk Management Committee of the Board of the Company. He has submitted a declaration that he is not disqualified from being appointed as a Director as provided in Section 152(5) of the Act and that he is eligible for appointment. He has given his consent to act as a Director of the Company.

He does not hold any equity shares in the Company either by himself or on a beneficial basis for any persons in the Company. He is not related to any of the existing Directors or Key Managerial Personnel of the Company.

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

Accordingly, the Board recommends the Resolution set out in Item No. 3 of the Notice for the approval by the Members of the Company as an **Ordinary Resolution**.

Save and except, Manuel Antonio Delfino Aguilera, none of the Directors, Manager or any other key managerial personnel or any of their relatives, are concerned or interested, whether financially or otherwise, in this Resolution.

**Item No. 4:**

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ("**the Act**") and rules made there under, the Company needs to obtain prior approval of Members by way of special resolution passed at the General Meeting if it proposes to:

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

for an amount more than the higher of 60% (sixty percent) of the paid up share capital, free reserves and securities premium account or 100% (one hundred percent) of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of Members by way of special resolution for (a) giving any loan to any person or other body corporate, (b) giving any guarantee or provide security in connection with a loan to any other body corporate or person, and (c) acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, up to an amount not exceeding INR 1000,00,00,000 (Indian Rupees One Thousand Crore) at any time notwithstanding that such investments are in excess of the limits prescribed under Section 186 of the Act.

The Board of Directors of the Company be and are hereby authorised to take, from time to time, decisions and steps necessary or expedient or proper in respect of the above investments including the timing, the amount and other terms and conditions of such loans and investments and varying the same through transfer, sale, disinvestment or otherwise either in part or full, as it may in its absolute discretion, deem appropriate.

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

Accordingly, the Board recommends the Resolution set out in Item No. 4 for the approval by the Members of the Company as a **Special Resolution**.

**Registered Office:**

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

**Date: 22 August 2025**

By Order of the Board of Directors

**For Foseco India Limited**

**Mahendra Kumar Dutia**

*Controller of Accounts & Company Secretary*