

Board of Directors of
Foseco India Limited
Gat No 922 & 923,
Taluka Shirur, Sanaswadi,
Pune, Maharashtra-412208.

05 September 2025

GT Valuation Advisors**Private Limited**

16th Floor, Tower III
One International Centre,
S B Marg Prabhadevi (W)
Mumbai – 400013
Maharashtra, India

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Sub: Fair Valuation of equity shares of Foseco India Limited ("Foseco" or the "Acquirer") and Morganite Crucible (India) Limited ("Morganite" or the "Target") for determination of an indicative swap ratio

Dear Sir / Madam,

We refer to our joint report dated 22 August 2025 ("Report") recommending the Share Swap Ratio in connection with issue of equity shares by Foseco, as consideration for acquisition of promoter stake in Morganite ("Proposed Transaction").


In this regard, please find enclosed the detailed workings ("Annexures"), based on which our recommendation of the Share Swap Ratio has been arrived at.

These Annexures should be referred in conjunction with the terms, conditions and caveats mentioned in the Report as well as our Engagement Letter dated 19 June 2025.

Thanking you

For GT Valuation Advisors Private Limited

Registered Valuer Entity – Securities and Financial Assets
IBBI Registration Number: IBBI/RV-E/05/2020/134

**Darshana Kadakia**

Director

Register Valuer – Securities and Financial Assets

IBBI Registration Number: IBBI/RV/05/2022/14711

Date: 05 September 2025

Annexure 1 – Indicative Equity Share Swap Ratio

Annexure 2 - Valuation of Morganite Crucible (India) Limited (“Morganite”)

Annexure 3 – Valuation of Foseco India Limited (“Foseco”)

Annexure 4 – Market Price Analysis of Morganite

Annexure 5 – Market Price Analysis of Foseco

Acquisition of equity shares of Morganite (Crucible) India Limited ("Morganite") by Foseco India Limited ("Foseco")	
Equity Value of Morganite (Annexure 2) in INR Mn	8,702.0
Number of shares of Morganite	5,600,000
Per Equity Share Value of Morganite in INR	1,553.9
Equity Value of Foseco (Annexure 3) in INR Mn	36,237.5
Number of shares of Foseco	6,386,459
Per Equity share Value of Foseco in INR	5,674.1
Share Exchange Ratio (Rounded off)	274:1000
274 (Two Hundred and Seventy- Four) fully paid up equity share of face value of INR 10 each of Foseco for every 1000 (OneThousand) fully paid up equity shares each of Morganite of face value of INR 5 each.	

Market Approach	
Comparable Companies Multiple Method ("CCM Method")	
Comparable Companies	EV / EBITDA (x times)
Orient Ceratech Limited	17.3x
IFGL Refractories Limited	16.8x
RHI Magnesita India Limited	24.8x
Vesuvius India Limited	31.7x
Average	22.7x

(INR Million)	
Particulars	EV / EBITDA (x times)
Selected Multiple - EV / EBITDA	22.7x
Trailing Twelve Months - June 2025 EBITDA of Morganite	389.8
Enterprise Value	8,849.3
Adjustments *	194.0
Equity Value of Morganite	9,043.3
Number of shares of Morganite	5,600,000
Equity Value Per Share (INR)	1,614.9

* Adjustments primarily consist of leases and cash & cash equivalents based on the balance sheet of Morganite as on 30 June 2025.

Market Approach	
Market Price Method	
Particulars	Amount
Equity Value Per Share (INR)*	1,556.1
Number of outstanding Equity Shares	5,600,000
Equity Value of Morganite	8,714.2

*represents higher of the 10 Trading Days and 90 Trading Days volume weighted average price as on 21 August 2025, Kindly refer Annexure 4 for details.

Discounted Cash Flow Method ("DCF")						
						(INR Million)
Particulars	FY2026*	FY2027	FY2028	FY2029	FY2030	Terminal Value
Operating Revenue	1,534.2	2,204.5	2,480.1	2,790.1	3,138.9	3,295.8
Earnings before Interest, Tax, Depreciation,and Amortisation	413.0	614.6	738.6	878.1	1,035.0	1,086.8
Less: Depreciation & Amortisation	66.1	85.5	83.2	101.9	106.4	65.9
Profit before tax	347.0	529.1	655.4	776.2	928.6	1,020.9
Less: Tax	87.3	133.2	164.9	195.3	233.7	256.9
Gross Free Cash Flows to Firm (Post-Tax)	259.6	395.9	490.4	580.8	694.9	763.9
Add: Depreciation	66.1	85.5	83.2	101.9	106.4	65.9
Less: Change in Non-Cash Working Capital	(86.2)	24.5	27.6	31.0	34.9	15.7
Less: Capital Expenditure	46.0	66.1	74.4	279.0	94.2	65.9
Net Free Cash Flows to Firm	365.9	390.8	471.7	372.7	672.3	748.2
Terminal Value as per Gordon growth model / Terminal Growth	5.0%					10,689.1
Discount Rate / PV Factor (Note 1)	12.0%	0.96	0.87	0.69	0.62	0.62
Present Value of Net Free Cash Flows	350.6	339.1	365.5	257.9	415.3	6,602.8

*From July 2025 to March 2026

(INR Million)	
Particulars	Amount
Present Value of Cash Flows for Explicit Period	1,728.4
Present Value for Terminal Period	6,602.8
Enterprise Value	8,331.3
Add: Adjustments*	194.0
Equity Value	8,525.3
Number of shares of Morganite	5,600,000.0
Equity Value Per Share (INR)	1,522.4

* Adjustments primarily consist of leases and cash & cash equivalents based on the balance sheet of Morganite as on 30 June 2025.

Note 1: Calculation of Discount Rate / PV Factor

Particulars	Values
Risk-free Rate	6.5%
Beta	0.82
Equity Risk Premium	6.8%
Cost of Equity	12.0%
Debt / Total Capital	0.0%
Weighted Average Cost of Capital	12.0%

Net Asset Value Method ("NAV")	
(INR Million)	
Particulars	
Fixed Assets	837.8
Net Current Assets	555.7
Total Assets	1,393.5
Total Liabilities	19.4
Net Asset Value (a) - (b)	1,374.1
Adjustments	
Less: Deferred Tax Assets	16.7
Adjusted Net Asset Value	1,357.4
Number of outstanding equity shares	5,600,000.0
Adjusted Net Asset Value Per Share	242.4

Particulars	Weights	Value in INR Million	Value per Share (INR)
Market Approach (Market Price Method)	25.0%	8,714.2	1,556.1
Market Approach (CCM Method)	25.0%	9,043.3	1,614.9
Discounted Cashflow	50.0%	8,525.3	1,522.4
Cost Approach (Net Asset Value Method)	0.0%	1,357.4	242.4
Weighted Average Equity Value of Morganite		8,702.0	1,553.9

Market Approach	
Comparable Companies Multiple Method ("CCM Method")	
Comparable Companies	EV / EBITDA (x times)
Wendt (India) Limited	39.3x
Grindwell Norton Limited	34.5x
RHI Magnesita India Limited	24.8x
Vesuvius India Limited	31.7x
Carborundum Universal Limited	28.3x
Average	31.7x

(INR Million)	
Particulars	EV / EBITDA (x times)
Selected Multiple - EV / EBITDA	31.7x
Trailing Twelve Months - June 2025 EBITDA of Foseco	1,012.9
Enterprise Value	32,110.5
Adjustments *	2,922.7
Equity Value of Foseco	35,033.2
Number of shares of Foseco	6,386,459
Equity Value Per Share (INR)	5,485.5

* Adjustments primarily consist of leases and cash & cash equivalents based on the balance sheet of Foseco as on 30 June 2025.

Market Approach	
Market Price Method	
Particulars	Amount
Equity Value Per Share (INR)*	5,674.1
Number of outstanding Equity Shares	6,386,459
Equity Value of Foseco	36,237.5

*represents higher of the 10 Trading Days and 90 Trading Days volume weighted average price as on 21 August 2025, Kindly refer Annexure 5 for details.

Discounted Cash Flow Method ("DCF")						(INR Million)
Particulars	CY2025 *	CY2026	CY2027	CY2028	CY2029	Terminal Value
Operating Revenue	3,121.2	7,229.3	8,458.3	9,896.2	11,578.5	12,157.5
Earnings before Interest, Tax, Depreciation,and Amortisation	544.4	1,561.5	2,114.6	2,761.6	3,518.7	3,694.6
Less: Depreciation & Amortisation	47.0	101.3	109.8	115.9	120.2	121.6
Profit before tax	497.3	1,460.2	2,004.7	2,645.7	3,398.5	3,573.0
Less: Tax	125.2	367.5	504.5	665.9	855.3	899.3
Gross Free Cash Flows to Firm (Post-Tax)	372.2	1,092.7	1,500.2	1,979.8	2,543.2	2,673.8
Add: Depreciation	47.0	101.3	109.8	115.9	120.2	121.6
Less: Change in Non-Cash Working Capital	92.1	63.0	73.7	86.3	100.9	34.7
Less: Capital Expenditure	189.4	129.3	186.2	154.8	154.8	121.6
Net Free Cash Flows to Firm	137.6	1,001.7	1,350.1	1,854.7	2,407.6	2,639.0
Terminal Value as per Gordon growth model / Terminal Growth	5.0%					38,809.4
Discount Rate / PV Factor (Note 1)	11.8%	0.97	0.89	0.80	0.72	0.64
Present Value of Net Free Cash Flows	133.8	895.6	1,079.6	1,326.6	1,540.3	24,829.7

*From July 2025 to December 2025

(INR Million)	
Particulars	Amount
Present Value of Cash Flows for Explicit Period	4,976.0
Present Value for Terminal Period	24,829.7
Enterprise Value	29,805.7
Add: Adjustments*	2,922.7
Equity Value	32,728.4
Number of shares of Foseco	6,386,459.0
Equity Value Per Share (INR)	5,124.7

* Adjustments primarily consist of leases and cash & cash equivalents based on the balance sheet of Foseco as on 30 June 2025.

Note 1: Calculation of Discount Rate / PV Factor

Particulars	Values
Risk-free Rate	6.5%
Beta	0.80
Equity Risk Premium	6.8%
Cost of Equity	11.8%
Debt / Total Capital	0.0%
Weighted Average Cost of Capital	11.8%

Net Asset Value Method ("NAV")	
(INR Million)	
Particulars	
Fixed Assets	451.9
Net Current Assets	3,260.1
Total Assets (a)	3,712.0
Total Liabilities (b)	15.7
Net Asset Value (a) - (b)	3,696.3
Adjustments	
Less: Deferred Tax Assets	43.0
Adjusted Net Asset Value	3,653.3
Number of outstanding equity shares	6,386,459.0
Adjusted Net Asset Value Per Share	572.0

Particulars	Weights	Value in INR Million	Value per Share (INR)
Market Approach (Market Price Method)	25.0%	36,237.5	5,674.1
Market Approach (CCM Method)	25.0%	35,033.2	5,485.5
Discounted Cashflow	50.0%	32,728.4	5,124.7
Cost Approach (Net Asset Value Method)	0.0%	3,653.3	572.0
Weighted Average Equity Value of Foseco		34,181.9	5,352.2
Floor Price as per Regulation 164(1) of SEBI (ICDR) Regulations		36,237.5	5,674.1
Higher of the Above - Final Value of Foseco		36,237.5	5,674.1

Valuation workings as per Market Price Method

Date	Turnover (INR)	Total Traded Quantity
21-Aug-25	1,599,789.0	1,012.0
20-Aug-25	8,318,024.0	5,306.0
19-Aug-25	734,658.0	491.0
18-Aug-25	1,786,510.0	1,181.0
14-Aug-25	2,763,102.0	1,782.0
13-Aug-25	6,771,117.0	4,225.0
12-Aug-25	2,214,993.0	1,394.0
11-Aug-25	6,629,839.0	4,156.0
08-Aug-25	18,616,157.0	12,130.0
07-Aug-25	2,430,768.0	1,653.0
06-Aug-25	6,285,034.0	4,154.0
05-Aug-25	5,498,525.0	3,551.0
04-Aug-25	4,419,375.0	2,862.0
01-Aug-25	7,330,878.0	4,768.0
31-Jul-25	12,666,303.0	8,151.0
30-Jul-25	1,233,276.0	847.0
29-Jul-25	909,859.0	629.0
28-Jul-25	1,026,424.0	713.0
25-Jul-25	689,967.0	479.0
24-Jul-25	1,037,262.0	716.0
23-Jul-25	1,607,845.0	1,095.0
22-Jul-25	827,093.0	566.0
21-Jul-25	2,505,547.0	1,719.0
18-Jul-25	672,189.0	461.0
17-Jul-25	2,494,969.0	1,712.0
16-Jul-25	545,683.0	374.0
15-Jul-25	340,132.0	232.0
14-Jul-25	1,960,849.0	1,341.0
11-Jul-25	4,639,704.0	3,249.0
10-Jul-25	84,123.0	57.0
09-Jul-25	426,378.0	290.0
08-Jul-25	280,681.0	192.0
07-Jul-25	1,705,811.0	1,171.0
04-Jul-25	254,039.0	172.0
03-Jul-25	305,960.0	208.0
02-Jul-25	873,797.0	593.0
01-Jul-25	1,563,469.0	1,050.0
30-Jun-25	188,015.0	127.0
27-Jun-25	3,689,775.0	2,525.0
26-Jun-25	3,229,901.0	2,171.0
25-Jun-25	697,275.0	477.0
24-Jun-25	1,891,571.0	1,290.0
23-Jun-25	871,255.0	591.0
20-Jun-25	2,717,890.0	1,848.0
19-Jun-25	4,177,501.0	2,853.0
18-Jun-25	2,558,249.0	1,778.0
17-Jun-25	881,295.0	607.0
16-Jun-25	680,768.0	467.0
13-Jun-25	2,355,405.0	1,613.0
12-Jun-25	3,349,839.0	2,280.0
11-Jun-25	1,400,656.0	949.0
10-Jun-25	1,670,416.0	1,135.0
09-Jun-25	1,880,894.0	1,264.0
06-Jun-25	7,528,991.0	5,126.0
05-Jun-25	1,160,197.0	807.0
04-Jun-25	1,666,782.0	1,166.0
03-Jun-25	2,529,142.0	1,774.0
02-Jun-25	1,729,785.0	1,190.0
30-May-25	710,676.0	492.0
29-May-25	1,206,805.0	829.0
28-May-25	958,452.0	661.0
27-May-25	994,290.0	680.0
26-May-25	3,485,141.0	2,374.0
23-May-25	14,256,324.0	9,689.0
22-May-25	10,081,588.0	6,551.0
21-May-25	3,455,917.0	2,300.0
20-May-25	3,456,097.0	2,305.0
19-May-25	3,154,446.0	2,113.0
16-May-25	1,395,216.0	935.0
15-May-25	1,129,610.0	762.0
14-May-25	3,029,527.0	2,030.0
13-May-25	4,385,123.0	3,001.0
12-May-25	4,280,255.0	2,880.0
09-May-25	6,105,124.0	4,305.0
08-May-25	3,581,318.0	2,476.0
07-May-25	2,096,712.0	1,499.0
06-May-25	3,500,162.0	2,508.0
05-May-25	4,594,011.0	3,170.0
02-May-25	2,112,650.0	1,463.0
30-Apr-25	478,884.0	332.0
29-Apr-25	2,099,808.0	1,408.0
28-Apr-25	1,783,557.0	1,222.0
25-Apr-25	1,587,131.0	1,078.0
24-Apr-25	1,657,426.0	1,088.0
23-Apr-25	5,365,140.0	3,540.0
22-Apr-25	799,745.0	526.0
21-Apr-25	2,509,740.0	1,651.0
17-Apr-25	4,810,208.0	3,211.0
16-Apr-25	8,460,117.0	5,544.0
15-Apr-25	4,311,963.0	2,896.0

90 Trading Days volume weighted average price	1,496.6
10 Trading Days volume weighted average price	1,556.1
Higher of the above - 90 days/ 10 days - 90 days VWAP	1,556.1
Number of Equity Shares Outstanding	5,600,000.0
Total Value as per Market Price Method (INR Mn)	8,714.2

Valuation workings as per Market Price Method

Date	Turnover (INR)	Total Traded Quantity
21-Aug-25	508,529,849.5	87,087.0
20-Aug-25	1,511,713,259.0	266,563.0
19-Aug-25	12,785,033.0	2,580.0
18-Aug-25	13,999,719.0	2,913.0
14-Aug-25	6,195,993.0	1,262.0
13-Aug-25	10,385,589.0	2,142.0
12-Aug-25	8,238,422.0	1,701.0
11-Aug-25	4,639,481.0	971.0
08-Aug-25	11,806,380.5	2,422.0
07-Aug-25	14,523,251.5	2,957.0
06-Aug-25	13,680,086.0	2,710.0
05-Aug-25	18,415,797.0	3,585.0
04-Aug-25	21,527,184.0	4,004.0
01-Aug-25	32,583,543.5	6,110.0
31-Jul-25	66,574,257.8	12,283.0
30-Jul-25	706,845,018.8	129,782.0
29-Jul-25	20,828,500.3	4,290.0
28-Jul-25	7,502,017.1	1,565.0
25-Jul-25	8,906,459.7	1,830.0
24-Jul-25	11,002,288.5	2,251.0
23-Jul-25	4,226,741.2	866.0
22-Jul-25	3,445,351.2	697.0
21-Jul-25	5,519,579.2	1,107.0
18-Jul-25	8,638,972.6	1,721.0
17-Jul-25	12,701,232.1	2,478.0
16-Jul-25	26,411,843.9	5,101.0
15-Jul-25	32,872,386.7	6,533.0
14-Jul-25	5,054,409.6	1,050.0
11-Jul-25	12,369,394.8	2,567.0
10-Jul-25	8,340,872.8	1,693.0
09-Jul-25	11,491,926.9	2,282.0
08-Jul-25	11,247,628.6	2,241.0
07-Jul-25	14,542,367.1	2,877.0
04-Jul-25	11,000,806.8	2,199.0
03-Jul-25	13,543,484.2	2,715.0
02-Jul-25	9,128,727.2	1,846.0
01-Jul-25	19,331,010.7	3,866.0
30-Jun-25	80,349,440.3	16,141.0
27-Jun-25	6,821,675.1	1,452.0
26-Jun-25	8,474,158.5	1,765.0
25-Jun-25	26,084,791.4	5,409.0
24-Jun-25	13,624,345.3	2,891.0
23-Jun-25	5,834,148.5	1,278.0
20-Jun-25	9,058,388.3	1,975.0
19-Jun-25	14,175,778.1	3,131.0
18-Jun-25	7,128,138.7	1,530.0
17-Jun-25	15,645,213.0	3,286.0
16-Jun-25	9,065,105.6	1,931.0
13-Jun-25	10,118,644.8	2,183.0
12-Jun-25	37,353,998.6	7,764.0
11-Jun-25	30,374,761.7	6,562.0
10-Jun-25	4,203,108.8	952.0
09-Jun-25	7,865,742.6	1,720.0
06-Jun-25	5,137,064.8	1,160.0
05-Jun-25	6,112,137.4	1,372.0
04-Jun-25	10,444,869.0	2,355.0
03-Jun-25	4,479,339.4	987.0
02-Jun-25	6,890,121.0	1,495.0
30-May-25	9,255,300.0	1,994.0
29-May-25	5,117,667.6	1,115.0
28-May-25	6,573,506.8	1,437.0
27-May-25	3,519,950.0	768.0
26-May-25	4,308,484.3	941.0
23-May-25	5,941,534.8	1,286.0
22-May-25	7,820,797.5	1,683.0
21-May-25	12,815,050.4	2,816.0
20-May-25	13,251,180.9	2,938.0
19-May-25	11,545,309.4	2,548.0
16-May-25	33,944,793.7	7,258.0
15-May-25	164,340,847.5	35,866.0
14-May-25	14,415,278.8	3,544.0
13-May-25	9,803,981.5	2,443.0
12-May-25	15,211,633.0	3,839.0
09-May-25	5,135,783.3	1,360.0
08-May-25	5,661,332.8	1,489.0
07-May-25	3,734,238.5	1,014.0
06-May-25	5,236,144.7	1,387.0
05-May-25	5,449,550.2	1,447.0
02-May-25	3,429,855.4	932.0
30-Apr-25	2,178,264.2	591.0
29-Apr-25	2,441,126.7	654.0
28-Apr-25	3,208,268.3	865.0
25-Apr-25	8,493,566.8	2,260.0
24-Apr-25	4,095,623.3	1,047.0
23-Apr-25	6,259,862.4	1,596.0
22-Apr-25	25,876,876.2	6,713.0
21-Apr-25	7,668,820.1	2,093.0
17-Apr-25	3,651,967.0	1,022.0
16-Apr-25	4,156,881.3	1,159.0
15-Apr-25	7,645,091.4	2,153.0

90 Trading Days volume weighted average price	5,307.5
10 Trading Days volume weighted average price	5,674.1
Higher of the above - 90 days/ 10 days VWAP	5,674.1
Number of Equity Shares Outstanding	6,386,459
Total Value as per Market Price Method (INR Mn)	36,237.5