



## Foseco India Limited

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

District Pune – 412208

Tele: +91 (0)2137 668100

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

Corporate Identity Number: **L24294PN1958PLC011052**

### **NOTICE OF POSTAL BALLOT**

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

#### **Dear Members,**

Notice is hereby given to the Members of **Foseco India Limited (the Company)** that pursuant to the provisions of Section 108, 110 and all other applicable provisions, if any, of Companies Act, 2013 (**the "Act"**), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"SEBI Listing Regulations"**) Secretarial Standard on General Meetings (**"SS-2"**) (as amended) issued by the Institute of Company Secretaries of India (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022, 9/2023 dated 25<sup>th</sup> September, 2023 and 9/2024 dated 19<sup>th</sup> September 2024 and 03/2025 dated 22<sup>nd</sup> September 2025 issued by the Ministry of Corporate Affairs, Government of India (**"MCA Circulars"**), and subsequent circulars issued in this regard, the latest being Master Circular No. HO/49/14/14(7)2025-CFD-POD2/II/3762/2026 updated on 30<sup>th</sup> January 2026 issued by SEBI (hereinafter collectively referred to as (**"the Circulars"**) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below is proposed to be passed by the Members of the Company by means of Postal Ballot, only by way of remote e-voting (**"e-voting"**) process.

#### **Special Business:**

##### **Appointment of Mr. Henry James Knowles (DIN: 08751453) as a Non-Executive Director of the Company**

To consider and, if thought fit, to pass 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 thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, **Henry James Knowles (DIN: 08751453)** 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 February 26, 2026, and who 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 under Section 160 of the Act,

be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, with effect from February 26, 2026, 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.”

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

By Order of the Board of Directors

**Mahendra Kumar Dutia**  
Controller of Accounts & Company Secretary  
Membership No. ACS11232

**Date: April 9, 2026**

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), disclosures as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') with respect to the proposed resolution as set out in the postal ballot notice is annexed hereto and forms part of this Notice.
2. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the Circulars issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) and SEBI, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.
3. The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as “NSDL” or “Service Provider”) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. Further, in compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.
4. All documents referred to in the Notice and Explanatory Statement will be available electronically for inspection without any fee by the Members from the date of circulation of this Notice until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to [investor.grievance@vesuvius.com](mailto:investor.grievance@vesuvius.com).
5. The Company has made necessary arrangements with MUFG Intime India Private Limited (formerly Link Intime India Private Limited), the Company’s Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out hereinbelow in this Notice.
6. Pursuant to Rule 22(5) of the Rules, Mr. Jayavant B. Bhave, Practicing Company Secretary (FCS 4266; CP No. 3068), proprietor of J. B. Bhave & Co., Company Secretaries, Pune, who has communicated his willingness, has been appointed by the Board of Directors of the Company as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.
7. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Postal Ballot Notice in electronic form only, to the Members of the Company. Accordingly, the communication of the assent or dissent of the Members would take place through remote e-voting only.

8. The Postal Ballot Notice is being sent by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories, i.e. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the cut-off date, being Friday, April 3, 2026 (“Cut-Off Date”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, MUFG Intime India Pvt. Ltd. (“RTA”), in accordance with the provisions of the Act read with the rules made thereunder and the framework provided under the MCA Circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. This Notice is also available at the Company’s website: <https://www.fosecoindia.com/> and the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) on the website of NSDL at <https://www.evoting.nsd.com>.
9. Some of the important details regarding the e-voting facility are provided below:

Cut-off date for determining the Members entitled to vote	<b>Friday, April 3, 2026</b>
Commencement of e-voting period	<b>Saturday, April 11, 2026 at 0900 hours (IST)</b>
End of e-voting period	<b>Sunday, May 10, 2026 at 1700 hours (IST)</b>

The e-voting module will be disabled by NSDL **on Sunday, May 10, 2026 immediately after 1700 hours (IST)**.

10. The voting rights of Members shall be in proportion to the amount paid up on the total number of equity shares held by the respective Member with the total equity share capital issued by the Company as on the Cut-Off Date i.e. **Friday, April 3, 2026**.
11. In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Company will be entitled to vote.
12. Members are requested to carefully read the instructions relating to e-voting given in this Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolution through the e-voting process not later than **1700 hours (IST) on Sunday, May 10, 2026**. The remote e-Voting facility will be disabled by NSDL immediately thereafter.
13. After completion of scrutiny of the votes cast, the Scrutiniser shall submit the Scrutiniser’s Report to the Chairperson, or in his absence, to the MD & CEO or to the Company Secretary. The results of the e-voting will be announced by the Chairperson, or in his absence, by the MD & CEO or by the Company Secretary, on or before the stipulated time limit. The results of the Postal Ballot along with the Scrutinizer’s Report will also be displayed on the website of the Company at [www.fosecoindia.com](http://www.fosecoindia.com), on the website of NSDL at <https://www.evoting.nsd.com/> while simultaneously being communicated to the National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.
14. The resolution, if approved, will be taken as having been duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e., **Sunday, May 10, 2026**.
15. **Procedure for E Voting:**

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 postal ballot voting process, 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”).





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

**A) Login method for e-Voting 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. 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 **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.</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>.</p> <p>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.</p>

	<p><b>Voting mobile application of NSDL</b></p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p><b>Existing users who have opted for CDSL Easi/ Easiest</b></p> <ol style="list-style-type: none"> <li>a) Login through their User ID and password. Option will be made available to reach e-Voting page without any further authentication.</li> <li>b) 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>c) 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>d) 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.</li> <li>e) 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>a) 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>b) The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>c) 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>
<p>Individual Shareholders (holding securities in demat mode) login through</p>	<ol style="list-style-type: none"> <li>a) 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>b) 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.</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**

<b>Login type</b>	<b>Helpdesk details</b>
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 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 on NSDL e-Voting system**

**A): How to cast your vote electronically 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 is in active status.
- b) Select "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period.
- 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) and [investor.grievance@vesuvius.com](mailto:investor.grievance@vesuvius.com) with copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [umesh.sharma@in.mpms.mufg.com](mailto:umesh.sharma@in.mpms.mufg.com) from the registered email address, authorising their representative to participate in the remote e-voting, before the start of the e-voting, by clearly 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 resolution 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) and [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) and [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).
- 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.

## **Annexure to the Notice**

### **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 No. 1 detailing the information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India about the Director proposed to be appointed in the accompanying Notice is annexed herewith.

#### **Item No. 1**

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company at its Meeting held on February 25, 2026, has appointed Mr. Henry James Knowles (DIN: 08751453) as a Non-Executive Non-Independent Director (Additional Director) on the Board of the Company, with effect from February 26, 2026. He is a nominee of the Holding Company – Foseco Overseas Limited. He will be liable to retire by rotation.

#### **Detailed profile of Mr. Henry James Knowles**

Mr. Henry James Knowles, aged 56 years (date of birth 3 March 1969) is a British citizen.

Mr. Henry James Knowles is General Counsel and Company Secretary of Vesuvius plc, the ultimate holding company. He joined the Vesuvius Group in September 2013. Mr. Knowles has more than 30 years' experience as a corporate lawyer working in private practice and with publicly listed global manufacturing companies. He has practiced in London and Tokyo.

Mr. Knowles holds directorship in the other public limited listed entities in India, namely Vesuvius India Limited and Foseco Crucible (India) Limited (formerly Morganite Crucible (India) Limited). 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. Further details of Mr. Knowles is given in the table at the end of this notice.

Mr. Knowles 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 of the Company. Moreover, he is not debarred from holding the Office of Director in the Company by virtue of any order passed by SEBI or any other such authority and are therefore not disqualified to be appointed as a Director. He will not be paid any remuneration for attending the meeting of the Board of the Company.

After Mr. Knowles appointment as an Additional Director of the Company, no meeting of the Board has yet been held, as such he has not attended any meeting till date in the current year.

In the opinion of the Board, Mr. Knowles 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 this Notice for the approval by the Members of the Company as an **Ordinary Resolution**.

Save and except, Mr. Henry James Knowles, 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.

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

By Order of the Board of Directors

**Mahendra Kumar Dutia**  
Controller of Accounts & Company Secretary  
Membership No. ACS11232

**Date: April 9, 2026**

**Details of Director(s) seeking appointment**

<b>Particulars</b>	<b>Henry James Knowles</b>
Date of Birth	3 March 1969
Date of first appointment on the Board	26 February 2026
Qualifications	Practicing Solicitor authorised by the regulator of solicitors and law firms in England and Wales
Expertise in specific functional areas	Mr. Knowles has more than 30 years' experience as a corporate lawyer working in private practice and with publicly listed global manufacturing companies. He has practiced in London and Tokyo.
Directorship held in all Public Limited Listed Companies	<ul style="list-style-type: none"> <li>• Foseco India Limited</li> <li>• Vesuvius India Limited and</li> <li>• Foseco Crucible (India) Limited (formerly Morganite Crucible (India) Limited)</li> </ul>
Membership of the Committees in all the Public Limited Listed Companies (only Audit Committee and Stakeholders' Relationship Committee are considered) where he/she is a Director	<ul style="list-style-type: none"> <li>• Vesuvius India Limited (Stakeholders' Relationship Committee)</li> </ul>
Resignation from directorship held in all Public Limited Listed Companies in the past 3 years	Nil
Number of Shares held in the Company directly including those held as a beneficial owner	Nil
Relationship with any of the existing Director(s) of the Company	No