

MORGANITE CRUCIBLE (INDIA) LIMITED

CIN: L26920MH1986PLC038607

Registered Office: B-11, MIDC Industrial Area, Waluj, Chhatrapati Sambhaji Nagar (Aurangabad) – 431136,

Email: pooja.jindal@morganplc.com, website: www.morganmms.com

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

NOTICE is hereby given that pursuant to and in compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Secretarial Standard-2 on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”), Government of India, for holding general meetings/ conducting postal ballot process through remote e-voting *vide* General Circular Nos. 14/2020 dated 08 April 2020, 17/2020 dated 13 April 2020, 09/2024 dated 19 September 2024 read with other relevant circulars including general circular No. 03/2025 dated 22 September 2025 (the “**MCA Circulars**”) and any other applicable laws, rules and regulations as amended from time to time, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the Resolutions set out below are proposed to be passed by the Members of Morganite Crucible (India) Limited (the “**Company**”) through Postal Ballot by way of voting through electronic means (“**remote e-voting**”) only.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. If your e-mail address is not registered with the Company/ Depositories, please follow the process provided in the Notes to register the same.

An explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act, setting out the material facts pertaining to the resolutions mentioned in this Postal Ballot Notice, is annexed hereto.

Pursuant to Rule 22(5) of the Rules, CS Jayesh Parmar, Partner of Prajot Tungare & Associates has been appointed as the ‘Scrutinizer’ to scrutinize the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Company has engaged the services of MUFG Intime India Private Limited, the Company’s Registrar and Share Transfer Agent (RTA) as the agency to provide remote e-voting facility. The remote e-voting will commence on **Tuesday, December 30, 2025 (9.00 A.M.)** and end on **Wednesday, January 28, 2026 (5.00 P.M.)**

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on **Friday, January 30, 2026**. The said results along with the Scrutinizer’s Report will be placed on the website of the Company at morganmms.com/en-gb/morganite-crucible/ and on the website of BSE www.bseindia.com and shall be communicated to BSE Limited, where the equity shares of the Company are listed.

SPECIAL BUSINESS

1. 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 Section 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 and such other applicable provisions, if any, 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), and the enabling provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Manuel Antonio Delfino Aguilera (DIN: 11218693), who was appointed as an Additional Director (Non-Executive and Non-Independent) of the Company by the Board of Directors on the recommendation of the Nomination and Remuneration Committee with effect from November 12, 2025, pursuant to Section 161 of the Act and the Articles of Association of the Company, as a Non-Executive and Non-Independent Director of the Company with effect from the date of passing this resolution, liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things that may be considered necessary, proper or expedient including to sign (whether digitally or otherwise) and file all forms, applications, return (including e-form DIR-12) with the Registrar of Companies, Ministry of Corporate Affairs or any other authority as may be required under the applicable laws and to update the concerned statutory registers, as maintained by the Company.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorised to provide a certified copy of the above resolutions to any concerned authority or person, as may be required.”

2. APPOINTMENT OF MR. MARK COLLIS (DIN: 10054384) 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 Section 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 and such other applicable provisions, if any, 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), and the enabling provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Mark Collis (DIN: 10054384), who was appointed as an Additional Director (Non-Executive and Non-Independent) of the Company by the Board of Directors on the recommendation of the Nomination and Remuneration Committee with effect from November 12, 2025, pursuant to Section 161 of the Act and the Articles of Association of

the Company, as a Non-Executive and Non-Independent Director of the Company with effect from the date of passing this resolution, liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things that may be considered necessary, proper or expedient including to sign (whether digitally or otherwise) and file all forms, applications, return (including e-form DIR-12) with the Registrar of Companies, Ministry of Corporate Affairs or any other authority as may be required under the applicable laws and to update the concerned statutory registers, as maintained by the Company.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorised to provide a certified copy of the above resolutions to any concerned authority or person, as may be required.”

3. APPOINTMENT OF MR. HENRY KNOWLES (DIN: 08751453) 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 Section 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 and such other applicable provisions, if any, 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), and the enabling provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Henry Knowles (DIN: 08751453), who was appointed as an Additional Director (Non-Executive and Non-Independent) of the Company by the Board of Directors on the recommendation of the Nomination and Remuneration Committee with effect from November 12, 2025, pursuant to Section 161 of the Act and the Articles of Association of the Company, as a Non-Executive and Non-Independent Director of the Company with effect from the date of passing this resolution, liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things that may be considered necessary, proper or expedient including to sign (whether digitally or otherwise) and file all forms, applications, return (including e-form DIR-12) with the Registrar of Companies, Ministry of Corporate Affairs or any other authority as may be required under the applicable laws and to update the concerned statutory registers, as maintained by the Company.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorised to provide a certified copy of the above resolutions to any concerned authority or person, as may be required.”

4. APPOINTMENT OF MR. AMITABHA MUKHOPADHYAY (DIN: 01806781) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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 Sections 149 and 152 read with Schedule IV 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 Regulations 17 and 25(2A) and such other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof) for the time being in force, and the Memorandum of Association and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Amitabha Mukhopadhyay (DIN: 01806781), who was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors on the recommendation of the Nomination and Remuneration Committee with effect from November 12, 2025, and being eligible and fulfilling the criteria of independence as provided in the Act and the SEBI Listing Regulations, as a Non-Executive Independent Director of the Company, for a term of 5 (five) consecutive years with effect from November 12, 2025 to November 11, 2030 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things that may be considered necessary, proper or expedient including to sign (whether digitally or otherwise) and file all forms, applications, return (including e-form DIR-12) with the Registrar of Companies, Ministry of Corporate Affairs or any other authority as may be required under the applicable laws and to update the concerned statutory registers, as maintained by the Company.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorised to provide a certified copy of the above resolutions to any concerned authority or person, as may be required.”

5. APPOINTMENT OF MS. RASHMI JOSHI (DIN: 06641898) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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 Sections 149 and 152 read with Schedule IV 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 Regulations 17 and 25(2A) and such other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof) for the time being in force, and the Memorandum of Association and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to appoint Ms. Rashmi Joshi (DIN: 06641898), who was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors on the recommendation of the Nomination and Remuneration Committee with effect from November 12, 2025, and being eligible and fulfilling the criteria of independence as provided in the Act and the SEBI Listing Regulations, as a Non-Executive Independent Director of the Company, for a term of 5 (five) consecutive years with effect from the November 12, 2025 to November 11, 2030 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things that may be considered necessary, proper or expedient including

to sign (whether digitally or otherwise) and file all forms, applications, return (including e-form DIR-12) with the Registrar of Companies, Ministry of Corporate Affairs or any other authority as may be required under the applicable laws and to update the concerned statutory registers, as maintained by the Company.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorised to provide a certified copy of the above resolutions to any concerned authority or person, as may be required.”

6. APPOINTMENT OF MR. PRASAD CHAVARE (DIN: 08846863) AS AN EXECUTIVE DIRECTOR – MANAGING DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197 and 203 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 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17 and such other applicable provisions, if any, 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), and the enabling provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Prasad Chavare (DIN: 08846863), who was appointed as an Additional Executive Director – Managing Director of the Company by the Board of Directors on the recommendation of the Nomination and Remuneration Committee with effect from November 12, 2025, pursuant to Section 161 of the Act and the Articles of Association of the Company, as an Executive Director – Managing Director of the Company for a term of 5 (five) consecutive years with effect from November 12, 2025 up to November 11, 2030 (both days inclusive), not liable to retire by rotation, on such terms and conditions including remuneration, as set out hereunder, with the liberty to the Board of Directors (which term shall include any duly constituted Committee(s) thereof) to alter and vary the terms and conditions in such manner as may be agreed to between the Board of Directors and Mr. Prasad Chavare, in the best interests of the Company, subject to the restrictions, if any, contained in the Act or otherwise as may be permissible at law:

1. Period of appointment:

- (a) 5 (five) consecutive years with effect from November 12, 2025 to November 11, 2030 (both days inclusive).
- (b) Mr. Prasad Chavare shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company.

2. Remuneration:

- (a) Pursuant to the acquisition by Foseco India Limited of 42,00,000 equity shares of the Company, representing 75% of the total voting share capital of the Company on a fully diluted basis, from Morganite Crucible Limited and Morgan Terrassen B.V., the erstwhile promoters of the Company, the Company became a subsidiary of Foseco India Limited with effect from November 12, 2025.
- (b) Mr. Prasad Chavare is presently the Managing Director of Foseco India Limited.

- (c) The Company and Foseco India Limited have agreed that the remuneration and perquisites (“**total remuneration**”) payable to Mr. Prasad Chavare in his capacity as the Managing Director of the Company shall be entirely paid by Foseco India Limited.
- (d) So long as Mr. Prasad Chavare functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board of Directors or any Committee(s) thereof of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things that may be considered necessary, proper or expedient including to sign (whether digitally or otherwise) and file all forms, applications, return (including e-form DIR-12 and e-form MR-1) with the Registrar of Companies, Ministry of Corporate Affairs or any other authority as may be required under the applicable laws and to update the concerned statutory registers, as maintained by the Company.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorised to provide a certified copy of the above resolutions to any concerned authority or person, as may be required.”

7. **APPOINTMENT OF MR. MOHIT MANGAL (DIN: 03049572) AS AN EXECUTIVE DIRECTOR – WHOLE TIME DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197 and 203 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 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17 and such other applicable provisions, if any, 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), and the enabling provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Mohit Mangal (DIN: 03049572), who was appointed as an Additional Whole-time Director of the Company by the Board of Directors on the recommendation of the Nomination and Remuneration Committee with effect from November 12, 2025, pursuant to Section 161 of the Act and the Articles of Association of the Company, as an Whole-time Director of the Company for a term of 5 (five) consecutive years with effect from November 12, 2025 up to November 11, 2030 (both days inclusive), not liable to retire by rotation, on such terms and conditions including remuneration, as set out hereunder, with the liberty to the Board of Directors (which term shall include any duly constituted Committee(s) thereof) to alter and vary the terms and conditions in such manner as may be agreed to between the Board of Directors and Mr. Mohit Mangal, in the best interests of the Company, subject to the restrictions, if any, contained in the Act or otherwise as may be permissible at law:

1. Period of appointment:

- (a) 5 (five) consecutive years with effect from November 12, 2025 to November 11, 2030 (both days inclusive).

- (b) Mr. Mohit Mangal shall not be subject to retirement by rotation during his tenure as a Whole-time Director of the Company.

2. Remuneration:

- (a) Pursuant to the acquisition by Foseco India Limited of 42,00,000 equity shares of the Company, representing 75% of the total voting share capital of the Company on a fully diluted basis, from Morganite Crucible Limited and Morgan Terrassen B.V., the erstwhile promoters of the Company, the Company became a subsidiary of Foseco India Limited with effect from November 12, 2025.
- (b) Mr. Mohit Mangal is presently the Chief Financial Officer of Foseco India Limited.
- (c) The Company and Foseco India Limited have agreed that the remuneration and perquisites (“**total remuneration**”) payable to Mr. Mohit Mangal in his capacity as an Executive Director of the Company shall be entirely paid by Foseco India Limited.
- (d) So long as Mr. Mohit Mangal functions as a Whole-time Director, he shall not be paid any fees for attending the meetings of the Board of Directors or any Committee(s) thereof of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things that may be considered necessary, proper or expedient including to sign (whether digitally or otherwise) and file all forms, applications, return (including e-form DIR-12 and e-form MR-1) with the Registrar of Companies, Ministry of Corporate Affairs or any other authority as may be required under the applicable laws and to update the concerned statutory registers, as maintained by the Company.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorised to provide a certified copy of the above resolutions to any concerned authority or person, as may be required.”

8. **CONTINUATION OF MR. ULHAS NARAYANRAO GAOLI (DIN: 00286833) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable provisions of the Companies Act, 2013 and rules framed thereunder the consent of the members be and is hereby accorded for continuation of Mr. Ulhas Gaoli (DIN: 00286833), as a Non-Executive Independent Director of the Company, who will attain the age of seventy-five years in August 2026, for the remaining tenure of his appointment.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary to give effect to this resolution, including making requisite filings and disclosures as required under applicable laws.”

9. CHANGE IN NAME OF THE COMPANY FROM ‘MORGANITE CRUCIBLE (INDIA) LIMITED’ TO ‘FOSECO CRUCIBLE (INDIA) LIMITED’

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 14, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules and regulations made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and all other applicable laws including without limitation of the provisions of Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended, modified or restated or issued from time to time, by the Securities and Exchange Board of India (“SEBI”), the Stock Exchanges, the jurisdictional Registrar of Companies (“ROC”) and/ or any other competent authorities/ institutions/ bodies to the extent applicable and the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of the Registrar of Companies, the Stock Exchanges, and any other statutory/regulatory authorities as may be required, the consent of the Members be and is hereby accorded for changing the name of the Company from ‘**Morganite Crucible (India) Limited**’ to ‘**Foseco Crucible (India) Limited**’ and that the name ‘**MORGANITE CRUCIBLE (INDIA) LIMITED**’ wherever appearing in the Memorandum and Articles of Association of the Company or in any other documents, records and registers of the Company be substituted with the new name ‘**FOSECO CRUCIBLE (INDIA) LIMITED**’.

RESOLVED FURTHER THAT Clause I (Name Clause) of the Memorandum of Association of the Company be and is hereby substituted with the following:

I. The name of the Company is “**FOSECO CRUCIBLE (INDIA) LIMITED**”.

RESOLVED FURTHER THAT all the directors of the Company and Pooja Jindal, company secretary of the Company be and are hereby severally authorised for and on behalf of the Company:

- (a) to submit the necessary application(s), document(s), paper(s), letter(s), clarification(s), as may be required in terms of the provisions of the Companies Act, 2013 read with rules framed thereunder or any other applicable laws with the Central Registration Centre or any other appropriate authority;
- (b) to file the relevant form(s), return(s), document(s) with the Central Registration Centre or any other appropriate authority, as may be required in terms of the Companies Act, 2013 or any other applicable laws;
- (c) to delegate or sub-delegate all or any of the above-mentioned powers in the name of one or more persons; and
- (d) to sign all such papers, documents, letters and to do all such acts and deeds, as may be considered necessary and/or incidental to give effect to the forgoing resolutions.

RESOLVED FURTHER THAT any directors of the Company and Pooja Jindal, the company secretary be and are hereby severally authorized and directed to file all the necessary documents with the appropriate regulatory authorities, to undertake all such procedural compliance requirements under

law, including but not limited to signing, executing and filing such forms including, without limitation, the prescribed Form and making payment of statutory fees thereof in this regard with the Registrar of Companies, making the necessary disclosures under applicable law, filing and providing necessary documents, intimations and/or information with / to the stock exchange(s) and/or other regulatory authorities (if required), and to do or delegate all such acts, deeds, matters, and things as may be necessary or incidental to give effect to the aforementioned resolutions.

RESOLVED FURTHER THAT the directors of the Company and Pooja Jindal, the company secretary of the Company, be and are hereby severally authorised to provide a certified copy of the above resolutions to any concerned authority or person, as may be required.”

By order of the Board of Directors of
Morganite Crucible (India) Limited

Place: Chh. Sambhaji Nagar (Aurangabad)
Date: December 24, 2025

Pooja Jindal
Company Secretary & Compliance Officer
M. No. 40146

Notes:

1. The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Companies Act 2013 (the “Act”) read with the rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto. All documents referred to in this Postal Ballot Notice shall be available for inspection without any fees by the Members electronically until 5:00 P.M. of the last date of remote e-voting on the Postal Ballot i.e. **Wednesday, January 28, 2026**. Members seeking to inspect the same can send an email to compliance.mcil@morganplc.com at least 7 (seven) working days before the date on which they intend to inspect the document.
2. The Board of Directors has appointed CS Jayesh Parmar - Partner of Prajot Tungare & Associates, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. The Company has engaged the services of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai 400 083, India as the agency to provide e-voting facility enabling the members to cast their votes electronically in a secure manner.
3. In conformity with the prevailing regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on **Friday, December 26, 2025** (“Cut-off date”) and who have registered their e-mail addresses with the Company or with the Depositories.
4. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the “Cut-off date”. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. This Notice is also available on the Company’s website <https://www.morganmms.com/en-gb/morganite-crucible/> and also on the website of Stock Exchange i.e. www.bseindia.com and on the website of MIPL i.e. <https://instavote.linkintime.co.in>
5. If your e-mail address is not registered with the Company/ Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice. The Scrutinizer will submit the results of the remote e-voting along with his report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. **The results of the Postal Ballot will be announced on or before Friday, January 30, 2026**. The said results along with the Scrutinizer’s Report would be uploaded on the website of the Company <https://www.morganmms.com/en-gb/morganite-crucible/> and also would be communicated to the Stock Exchange at www.bseindia.com and website of MIPL i.e. <https://instavote.linkintime.co.in>
6. The Resolutions, if passed by requisite majority, will be deemed to have been passed on the last day of voting i.e. **Wednesday, January 28, 2026**.

7. The instructions for Shareholders for remote e-voting are as under:

REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.

- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click “Submit”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders holding shares in **NSDL form**, shall provide ‘point 4’ above
 - Shareholders holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).
Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

By order of the Board of Directors of
Morganite Crucible (India) Limited

Place: Chh. Sambhaji Nagar (Aurangabad)
Date: December 24, 2025

Pooja Jindal
Company Secretary & Compliance Officer
M. No. 40146

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 1:

Appointment of Mr. Manuel Antonio Delfino Aguilera (DIN: 11218693) as a Non-Executive & Non-Independent Director of the Company, liable to retire by rotation

Based on the recommendation of Nomination and Remuneration Committee, Mr. Manuel Antonio Delfino Aguilera (DIN: 11218693) was appointed as an Additional Director (in the capacity of Non-Executive and Non-Independent Director) of the Company, by the Board of Directors of the Company with effect from November 12, 2025, liable to retire by rotation.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI Listing Regulations**”), the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received consent from Mr. Manuel Delfino, in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and all other disclosures as required under the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and various circulars issued by SEBI.

Brief profile of Mr. Manuel Delfino

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, the vast experience of Mr. Manuel Delfino in multiple functional areas will be of tremendous benefit to the Company.

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.

No Director, Key Managerial Personnel or their relatives, except Mr. Manuel Delfino to whom the resolution relates, is interested or concerned, financially or otherwise in the resolution.

Additional information in respect of appointment of Mr. Manuel Delfino as Director of the Company (in the capacity of Non-Executive and Non-Independent Director), pursuant to Regulation 36 of SEBI Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 is set out as an annexure to this Notice.

The Board of Directors recommends the Ordinary Resolution set forth in Item no. 1 for the approval of the shareholders.

ITEM NO. 2:

Appointment of Mr. Mark Collis (DIN: 10054384) as a Non-Executive & Non-Independent Director of the Company, liable to retire by rotation

Based on the recommendation of Nomination and Remuneration Committee, Mr. Mark Collis (DIN: 10054384) was appointed as an Additional Director (in the capacity of Non-Executive and Non-Independent

Director) of the Company, by the Board of Directors of the Company with effect from November 12, 2025, liable to retire by rotation.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI Listing Regulations**”), the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received consent from Mr. Mark Collis, in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and all other disclosures as required under the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and various circulars issued by SEBI.

Brief profile of Mr. Mark Collis

Mr. Mark Collis is a fellow of the Institute of Chartered Accountants in England and Wales and has over 23 years of experience across businesses such as Amec Foster Wheeler plc and Expro International Group. He also served as President, Finance and Operations of the Operations business of John Wood Group PLC.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, the vast experience of Mr. Mark Collis in multiple functional areas will be of tremendous benefit to the Company.

No Director, Key Managerial Personnel or their relatives, except Mr. Mark Collis to whom the resolution relates, is interested or concerned, financially or otherwise in the resolution.

Additional information in respect of appointment of Mr. Mark Collis as Director of the Company (in the capacity of Non-Executive and Non-Independent Director), pursuant to Regulation 36 of SEBI Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 is set out as an annexure to this Notice.

The Board of Directors recommends the Ordinary Resolution set forth in Item no. 2 for the approval of the shareholders.

ITEM NO. 3:

Appointment of Mr. Henry Knowles (DIN: 08751453) as a Non-Executive & Non-Independent Director of the Company, liable to retire by rotation

Based on the recommendation of Nomination and Remuneration Committee, Mr. Henry Knowles (DIN: 08751453) was appointed as an Additional Director (in the capacity of Non-Executive and Non-Independent Director) of the Company, by the Board of Directors of the Company with effect from November 12, 2025, liable to retire by rotation.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI Listing Regulations**”), the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received consent from Mr. Henry Knowles, in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect

that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and all other disclosures as required under the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and various circulars issued by SEBI.

Brief profile of Mr. Henry Knowles

Mr. Henry Knowles is a practicing Solicitor in England and Wales. He has more than 30 years' experience as a corporate lawyer working in private practice and with publicly listed global manufacturing companies.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, the vast experience of Mr. Henry Knowles in multiple functional areas will be of tremendous benefit to the Company.

No Director, Key Managerial Personnel or their relatives, except Mr. Henry Knowles to whom the resolution relates, is interested or concerned, financially or otherwise in the resolution.

Additional information in respect of appointment of Mr. Henry Knowles as Director of the Company (in the capacity of Non-Executive and Non-Independent Director), pursuant to Regulation 36 of SEBI Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 is set out as an annexure to this Notice.

The Board of Directors recommends the Ordinary Resolution set forth in Item no. 3 for the approval of the shareholders.

ITEM NO. 4:

Appointment of Mr. Amitabha Mukhopadhyay (DIN: 01806781) as a Non-Executive Independent Director of the Company for a term of 5 consecutive years with effect from November 12, 2025, not liable to retire by rotation

Based on the recommendation of Nomination and Remuneration Committee, Mr. Amitabha Mukhopadhyay (DIN: 01806781) was appointed as an Additional Director in the category of Independent Director of the Company, by the Board of Directors of the Company at its meeting held on November 12, 2025 for a term of 5 (five) consecutive years with effect from November 12, 2025 up to November 11, 2030 (both days inclusive), not liable to retire by rotation.

Further, as per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. SEBI Listing Regulations also provide that the appointment of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution.

The Company has received consent from Mr. Amitabha Mukhopadhyay (DIN: 01806781), in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014; intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013; the declaration of independence as required as per Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations and all other disclosures as required under the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and various circulars issued by SEBI.

Brief profile of Mr. Amitabha Mukhopadhyay

Mr. Amitabha Mukhopadhyay holds a degree in Physics (Hons) from the University of Calcutta, is a Chartered Accountant from the Institute of Chartered Accountants of India, and a law graduate from Pune University. He specializes in corporate finance, M&A and strategy and brings extensive experience from leadership roles in leading companies, including his previous position as President and Group CFO of Tata Autocomp Systems and Group CFO of Thermax Limited.

In the opinion of the Board of Directors, Mr. Amitabha Mukhopadhyay is a person of integrity, possesses the relevant skills, knowledge, experience, expertise and fulfills the conditions specified in the Act and the SEBI Listing Regulations.

The Board of Directors considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Amitabha Mukhopadhyay as an Independent Director of the Company for a term of 5 (five) consecutive years on the Board of Directors of the Company, not liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of an Independent Director of the Company is available on the website of the Company.

Mr. Amitabha Mukhopadhyay will be paid remuneration by way of sitting fees for attending the meetings of the Board of Directors and/ or its Committees, reimbursement of expenses incurred for participating in the meetings of the Board of Directors and other meetings, and commission on the net profits of the Company (computed in the manner set out in Section 198 of the Companies Act, 2013) not exceeding 1% in aggregate (together with all non-executive directors), within the limits stipulated under Section 197 of the Companies Act, 2013.

Additional information in respect of appointment of Mr. Amitabha Mukhopadhyay as Director of the Company (in the capacity of Non-Executive Independent Director), pursuant to Regulation 36 of SEBI Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 is set out as an annexure to this Notice.

No Director, Key Managerial Personnel or their relatives, except Mr. Amitabha Mukhopadhyay to whom the resolution relates, is interested or concerned, financially or otherwise in the resolution.

The Board of Directors recommends the Special Resolution set forth in Item no. 4 for the approval of the Shareholders.

ITEM NO. 5:

Appointment of Ms. Rashmi Joshi (DIN: 06641898) as a Non-Executive Independent Director of the Company for a term of 5 consecutive years with effect from November 12, 2025 not liable to retire by rotation

Based on the recommendation of Nomination and Remuneration Committee, Ms. Rashmi Joshi (DIN: 06641898) was appointed as an Additional Director in the category of Independent Director of the Company, by the Board of Directors of the Company at its meeting held on November 12, 2025 for a term of 5 (five) consecutive years with effect from November 12, 2025 up to November 11, 2030 (both days inclusive), not liable to retire by rotation.

Further, as per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or

within a time period of three months from the date of appointment, whichever is earlier. SEBI Listing Regulations also provide that the appointment of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution.

The Company has received consent from Ms. Rashmi Joshi (DIN: 06641898), in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014; intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013; the declaration of independence as required as per Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations and all other disclosures as required under the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and various circulars issued by SEBI.

Brief profile of Ms. Rashmi Joshi

Ms. Rashmi Joshi is a Chartered Accountant and Company Secretary with a distinguished career over three decades in large multinational organizations in India and in the Asia-Pacific region. She is a strategic Business Leader & Partner and a Trusted Advisor to corporate affairs having successfully partnered to deliver strategy and create new strategy and vision She has held country, regional, and global leadership roles and has worked across the FMCG, Consumer Durables, Pharmaceuticals, and Lubricants industries.

In the opinion of the Board of Directors, Ms. Rashmi Joshi is a person of integrity, possesses the relevant skills, knowledge, experience, expertise and fulfills the conditions specified in the Act and the SEBI Listing Regulations.

The Board of Directors considers that her association would be of immense benefit to the Company and it is desirable to avail the services of Ms. Rashmi Joshi as an Independent Director of the Company for a term of 5 (five) consecutive years on the Board of Directors of the Company, not liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

A copy of the draft letter of appointment setting out the terms and conditions of appointment as an Independent Director of the Company is available on the website of the Company.

Ms. Rashmi Joshi will be paid remuneration by way of sitting fees for attending the meetings of the Board of Directors and/ or its Committees, reimbursement of expenses incurred for participating in the meetings of the Board of Directors and other meetings, and commission on the net profits of the Company (computed in the manner set out in Section 198 of the Companies Act, 2013) not exceeding 1% in aggregate (together with all non-executive directors), within the limits stipulated under Section 197 of the Companies Act, 2013.

Additional information in respect of appointment of Ms. Rashmi Joshi as Director of the Company (in the capacity of Non-Executive Independent Director), pursuant to Regulation 36 of SEBI Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 is set out as an annexure to this Notice.

No Director, Key Managerial Personnel or their relatives, except Ms. Rashmi Joshi to whom the resolution relates, is interested or concerned, financially or otherwise in the resolution.

The Board of Directors recommends the Special Resolution set forth in Item no. 5 for the approval of the Shareholders.

ITEM NO. 6:

Appointment of Mr. Prasad Chavare (Din: 08846863) as an Executive Director – Managing Director of the Company for a term of 5 (five) consecutive years with effect from November 12, 2025, not liable to retire by rotation

Based on the recommendation of Nomination and Remuneration Committee, Mr. Prasad Chavare (DIN: 08846863) was appointed as an Additional Director (in the capacity of Executive Director – Managing Director) of the Company, by the Board of Directors of the Company for a term of 5 (five) consecutive years with effect from November 12, 2025 up to November 11, 2030 (both days inclusive), not liable to retire by rotation.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”), the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received consent from Mr. Prasad Chavare, in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and all other disclosures as required under the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and various circulars issued by SEBI. Mr. Prasad Chavare also satisfies the conditions set out under Section 196(3) of the Act for being appointed as the Managing Director of the Company.

Pursuant to the acquisition by Foseco India Limited of 42,00,000 equity shares of the Company, representing 75% of the total voting share capital of the Company on a fully diluted basis, from Morganite Crucible Limited and Morgan Terrassen B.V., the erstwhile promoters of the Company, the Company became a subsidiary of Foseco India Limited with effect from November 12, 2025. The Board of Directors took note of the fact that Mr. Prasad Chavare is presently the Managing Director of Foseco India Limited, the holding company of the Company.

Brief profile of Mr. Prasad Chavare

Mr. Prasad Chavare is a Bachelor of Engineering (Mechanical) from Pune University and Master of Business Administration, Marketing Management from Pune University. He has years of experience in the manufacturing and engineering sector and has previously worked with Cummins and Hilti India.

In view of the continuity of business operations and his in-depth experience and familiarity with the crucibles business, the Nomination and Remuneration Committee and the Board of Directors of the Company are of the opinion that Mr. Prasad Chavare will be of tremendous benefit to the Company.

Mr. Prasad Chavare will continue to serve as the Managing Director of Foseco India Limited and will receive his full remuneration and perquisites in his capacity as the Managing Director of the Company from Foseco India Limited.

No Director, Key Managerial Personnel or their relatives, except Mr. Prasad Chavare to whom the resolution relates, is interested or concerned, financially or otherwise in the resolution.

Additional information in respect of appointment of Mr. Prasad Chavare as Director of the Company (in the capacity of Executive – Managing Director), pursuant to Regulation 36 of SEBI Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 is set out as an annexure to this Notice.

The Board of Directors recommends the Special Resolution set forth in Item no. 6 for the approval of the shareholders.

ITEM NO. 7

Appointment of Mr. Mohit Mangal (DIN: 03049572) as a Whole-Time Director of the Company for a term of 5 (five) consecutive years with effect from November 12, 2025, not liable to retire by rotation

Based on the recommendation of Nomination and Remuneration Committee, Mr. Mohit Mangal (DIN: 03049572) was appointed as an Additional Director (in the capacity of an Executive Director) of the Company, by the Board of Directors of the Company for a term of 5 (five) consecutive years with effect from November 12, 2025 up to November 11, 2030 (both days inclusive), not liable to retire by rotation.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI Listing Regulations**”), the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received consent from Mr. Mohit Mangal, in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and all other disclosures as required under the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and various circulars issued by SEBI. Mr. Mohit Mangal also satisfies the conditions set out under Section 196(3) of the Act for being appointed as an Whole-time Director of the Company.

Pursuant to the acquisition by Foseco India Limited of 42,00,000 equity shares of the Company, representing 75% of the total voting share capital of the Company on a fully diluted basis, from Morganite Crucible Limited and Morgan Terrassen B.V., the erstwhile promoters of the Company, the Company became a subsidiary of Foseco India Limited with effect from November 12, 2025. The Board of Directors took note of the fact that Mr. Mohit Mangal is presently the Chief Financial Officer of Foseco India Limited, the holding company of the Company.

Brief profile of Mr. Mohit Mangal

Mr. Mohit Mangal is a Qualified Chartered Accountant, MBA Finance and certified General Management professional with over 24 years of comprehensive experience across diversified multi-cultural organizations, including over 11 years in CFO positions.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, the vast experience of Mr. Mohit Mangal in multiple functional areas will be of tremendous benefit to the Company.

Mr. Mohit Mangal will continue to serve as the Chief Financial Officer of Foseco India Limited and will receive his full remuneration and perquisites in his capacity as a Whole-time Director of the Company from Foseco India Limited.

No Director, Key Managerial Personnel or their relatives, except Mr. Mohit Mangal to whom the resolution relates, is interested or concerned, financially or otherwise in the resolution.

Additional information in respect of appointment of Mr. Mohit Mangal as Director of the Company (in the capacity of Non-Executive and Non-Independent Director), pursuant to Regulation 36 of SEBI Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 is set out as an annexure to this Notice.

The Board of Directors recommends the Ordinary Resolution set forth in Item no. 7 for the approval of the shareholders.

ITEM NO. 8

Continuation of Mr. Ulhas Narayanrao Gaoli (DIN: [00286833]) as a Non- Executive Independent Director of the Company

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, continuation of a Non-Executive Director who has attained the age of 75 (seventy-five) years requires approval by special resolution, with the explanatory statement annexed to the notice indicating the justification for such continuation.

Justification for Continuation

1. Qualifications and Professional Background

Dr. Ulhas Narayanrao Gaoli holds a Doctorate in Business Administration, a Post-Graduation in Public Administration, and a Bachelor's degree in Arts with a specialization in Marathi Literature. He completed his higher education in Nagpur, Delhi, and abroad.

Dr. Gaoli has over 44 years of administrative and professional experience, having served at senior levels in both government and corporate sectors.

2. Experience and Board Roles

He is currently the Chairman & Managing Director of Narayana Infra-Ventures Private Limited and serves as an Independent Director on the boards of several companies, including Morganite Crucible (India) Limited, Akar Auto Industries Limited, Marathwada Auto Compo Pvt Ltd., and Aurangabad Electricals Ltd.

Dr. Gaoli has previously held leadership positions such as Vice President at Garware Polyester Limited, Managing Director and Chairman at MAVIM Ltd. (a Government of Maharashtra undertaking), and Corporate Advisor to Skoda Auto India Ltd.

3. Valuable Contributions to the Company

As Chairperson and Independent Director, Dr. Gaoli has played a pivotal role in the effective functioning of the Board and its committees, including the Corporate Social Responsibility Committee, Audit Committee, and Nomination & Remuneration Committee

He has contributed significantly to the Company's governance, strategic direction, and compliance with statutory requirements. His deep understanding of business strategy, risk management, and corporate governance has been instrumental in enhancing shareholder value and ensuring the Company's long-term sustainability.

Dr. Gaoli's involvement in social, educational, and industrial development initiatives has further strengthened the Company's reputation and stakeholder relationships.

4. Independence and Integrity

Dr. Gaoli has consistently demonstrated high standards of integrity, independence, and commitment. He has actively participated in Board and Committee meetings, provided independent judgment, and contributed to the evaluation and improvement of Board performance

In view of Dr. Ulhas Gaoli's exceptional qualifications, extensive experience, and valuable contributions to the Company, the Board recommends his continuation as a Non-Executive Independent Director for the remaining tenure of his current appointment, notwithstanding that he will attain the age of seventy-five years in August 2026. The Board believes that his continued association will be beneficial to the Company and its stakeholders.

The Board of Directors recommends the Special Resolution set forth in Item no. 8 for the approval of the shareholders.

ITEM NO. 9

CHANGE IN NAME OF THE COMPANY FROM 'MORGANITE CRUCIBLE (INDIA) LIMITED' TO 'FOSECO CRUCIBLE (INDIA) LIMITED'

The Board of Directors of the Company at its meeting held on 12th November 2025 decided to change the name of the Company from **Morganite Crucible (India) Limited** to **Foseco Crucible (India) Limited**.

Pursuant to provisions of Section 4 and 13(2) of the Companies Act, 2013, any change in name of the Company and alteration in the name clause of the Memorandum of Association of the Company shall be made only after obtaining the consent of the shareholders by passing a Special Resolution and the approval of Registrar of Companies, Stock Exchange and any other statutory approvals required.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the Resolution, except as shareholders of the Company.

Certificate from Chartered Account is attached as Annexure II to this Notice.

The Board of Directors recommends the Special Resolution set forth in Item no. 9 for the approval of the shareholders.

By order of the Board of Directors of
Morganite Crucible (India) Limited

Place: Chh. Sambhaji Nagar (Aurangabad)
Date: December 24, 2025

Pooja Jindal
Company Secretary & Compliance Officer
M. No. 40146

Additional information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) with respect to Appointment of Directors – Annexure I

Name of the Director	Mr. Manuel Antonio Delfino Aguilera	Mr. Mark Collis	Mr. Henry Knowles	Mr. Mohit Mangal	Mr. Amitabha Mukhopadhyay	Ms. Rashmi Joshi	Mr. Prasad Chavare
DIN	DIN: 11218693	DIN: 10054384	DIN: 08751453	DIN: 03049572	DIN: 01806781	(DIN: 06641898)	DIN: 08846863
Date of Birth & Age	5 March 1979/ 46 years	3 January 1972/ 53 years	3 March 1969/ 56 years	31 January 1978/ 47 years	17 August 1964/ 61 years	30 July 1966/ 59 years	20 June 1975/ 50 years
Date of Appointment/ Date of first appointment on the Board of Directors	November 12, 2025	November 12, 2025	November 12, 2025	November 12, 2025	November 12, 2025	November 12, 2025	November 12, 2025
Qualifications	Mr. Delfino Aguilera holds a degree in Metallurgy from Universidad Nacional Experimental Politécnica (UNEXPO) and an MBA from Instituto de Estudios Superiores de	Mr. Mark Collis is a fellow of the Institute of Chartered Accountants in England and Wales	Mr. Henry Knowles is a practicing Solicitor in England and Wales.	Mr. Mohit Mangal is a qualified Chartered Accountant, MBA Finance and certified General Management professional	Mr. Amitabha Mukhopadhyay holds a degree in Physics (Hons) from the University of Calcutta, is a Chartered Accountant from the Institute of Chartered Accountants of India, and a law	Ms. Rashmi Joshi is a Chartered Accountant and Company Secretary	Mr. Prasad Chavare is a Bachelor of Engineering (Mechanical) from Pune University and Master of Business Administration, Marketing Management from Pune University.

	Administración (IESA) in Venezuela.				graduate from Pune University.		
Expertise in specific functional area and experience	Mr Delfino Aguilera 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 was appointed as President of the Foundry Technologies Business Unit of Vesuvius plc in July 2025.	Mr. Collis has over 23 years of financial experience and operational and leadership skills gained through management roles across businesses such as Amec Foster Wheeler plc and Expro International Group. He also served as President, Finance and Operations of the Operations business of John Wood Group PLC. Mr. Collis joined the Vesuvius Group in April 2023 as Chief Financial Officer of	Mr. Knowles has more than 30 years' experience as a corporate lawyer working in private practice and with publicly listed global manufacturing companies. He Knowles joined the Vesuvius Group in September 2013 as Group General Counsel and Company Secretary.	Mr. Mangal has over 24 years of comprehensive experience across diversified multi-cultural organizations, including over 11 years in CFO positions.	Mr. Mukhopadhyay has over 33 years' experience and he specializes in corporate finance, M&A, and strategy. He brings extensive experience from leadership roles in leading companies, including his previous position as President and Group CFO of Tata Autocomp Systems and Group CFO of Thermax Limited.	Ms. Joshi has distinguished career over three decades in large multinational organizations in India and in the Asia-Pacific region. She is a strategic Business Leader & Partner and a Trusted Advisor to corporate affairs having successfully partnered to deliver strategy and create new strategy and vision across the FMCG, Consumer Durables, Pharmaceuticals, and Lubricants industries. Ms. Joshi has served as an	With more than 20 years in automotive, power, and construction sectors, Mr. Chavare specialises in business turnarounds, P&L management, and Six Sigma. Previously, as Director of Cummins Technologies India, he led turbocharger operations, multi-site manufacturing, and growth strategies. He has also worked with Hilti India.

		Vesuvius plc.				Executive Director of Castrol India Limited and as a Board member of Thirdware Solutions Ltd., Godrej Industries Ltd. and Castrol Philippines.	
Terms and conditions of Appointment	To be appointed as Non- Executive and Non-Independent Director of the Company, liable to retire by rotation.	To be appointed as Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.	To be appointed as Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.	To be appointed as an Executive Director of the Company, for a term of 5 consecutive years, not liable to retire by rotation.	To be appointed as Non-Executive Independent Director of the Company for a term of 5 consecutive years, not liable to retire by rotation.	To be appointed as Non-Executive Independent Director of the Company for a term of 5 consecutive years, not liable to retire by rotation.	To be appointed as an Executive Director – Managing Director of the Company, for a term of 5 consecutive years, not liable to retire by rotation.
Remuneration last drawn (including sitting fees) from the Company	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Remuneration to be paid	NIL	NIL	NIL	Refer to Item No. 7 of the Explanatory Statement	Refer to Item No. 4 of the Explanatory Statement	Refer to Item No. 5 of the Explanatory Statement	Refer to Resolution No. 6 of the Notice

Directorships held in other companies⁽¹⁾	Listed company(ies): Foseco India Limited	Listed company(ies): Foseco India Limited	Listed company(ies): : Vesuvius India Limited	NIL	Listed company(ies): <ul style="list-style-type: none"> • Foseco India Limited • Quick Heal Technologies Limited • Sanghvi Movers Limited • Parag Milk Foods Limited • Sudarshan Chemical Industries Limited • Heubach Colorants Limited Unlisted company(ies): <ul style="list-style-type: none"> • IFB Refrigeration Limited • Safepack Industries Limited 	Listed company(ies): <ul style="list-style-type: none"> • Vesuvius India Limited • Bharat Forge Limited • Orkla India Limited Unlisted company(ies): <ul style="list-style-type: none"> • Elevate Campuses Limited 	Listed company(ies): Foseco India Limited
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					<ul style="list-style-type: none"> • Rieco Industries Limited <p>Private company(ies):</p> <ul style="list-style-type: none"> • Lexcelon Corporate Advisors Private Limited • BiofuelCircle Private Limited • Knest Manufacturers Private Limited 		
Chairperson /Member of the Committee(s) of the Board of Directors of the Company	<ul style="list-style-type: none"> • Nomination and Remuneration Committee • Risk Management Committee • Corporate Social Responsibility Committee 	<ul style="list-style-type: none"> • Audit Committee • Risk Management Committee 	Corporate Social Responsibility Committee	NIL	<ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee 	<ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee • Risk Management Committee 	<ul style="list-style-type: none"> • Stakeholders Relationship Committee • Risk Management Committee • Corporate Social Responsibility Committee

Chairperson/ Member of Committee(s) of other public companies (only Audit Committee and Stakeholders Relationship Committee)	Member of Stakeholders Relationship Committee of Foseco India Limited	Member of Audit Committee of Foseco India Limited	Member of Stakeholders Relationship Committee of Vesuvius India Limited	NIL	<ul style="list-style-type: none"> • Chairperson of Audit Committee of Foseco India Limited • Member of Stakeholders Relationship Committee of Foseco India Limited • Chairperson of Audit Committee of Quick Heal Technologies Limited • Chairperson of Audit Committee of Parag Milk Food Limited • Member of Audit Committee of Sanghvi Movers Limited • Chairperson 	<ul style="list-style-type: none"> • Member of Audit Committee of Vesuvius India Limited • Member of Stakeholders Relationship Committee of Vesuvius India Limited • Chairperson of Audit Committee of Orkla India Limited • Member of Audit Committee of Bharat Forge Limited 	Member of Stakeholders Relationship Committee of Foseco India Limited
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as a beneficial owner (as on the date of this Notice)							
Relationship with other Directors and Key Managerial Personnel	Mr. Manuel Delfino Aguilera is not related to any director of the Company	Mr. Mark Collis is not related to any director of the Company	Mr. Henry Knowles is not related to any director of the Company	Mr. Mohit Mangal is not related to any director of the Company	Mr. Amitabha Mukhopadhyay is not related to any director of the Company	Ms. Rashmi Joshi is not related to any director of the Company	Mr. Prasad Chavare is not related to any director of the Company
Justification for choosing the appointee for appointment as Independent Director/ Skills and capabilities for the role and the manner in which appointee meets such requirements	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Mr. Mukhopadhyay has held leadership roles in corporate finance and corporate strategy and has a track record of successfully driving turnarounds and transformation as Business Head. He also possesses deep understanding of legal, corporate governance, risk management, taxation, regulatory and compliance matters.	Ms. Joshi has a progressive history of improving corporate credibility and governance standards by collaborating with leadership and playing a vital role in risk management. She has led the acquisition and divestment of businesses and managed multiple legal entity structures in India.	Not Applicable

Notes:

1. Directorship in other companies as on date of this Notice excludes this Company, foreign companies and companies formed under section 8 of the Act.

Annexure II



**R. D. JAISWAL & CO,
Chartered Accountants**

Office No-2, Plot No-19,
Pride Vista, Vidya Nagar,
7Hills Sq, Jalna Road.
Chh SambhajiNagar-431009
Ph 0240-2991234, 9225 11 9225
emailca.rdjaiswal@gmail.com

To
The Board of Directors
Morganite Crucible (India) Limited
B-11, MIDC, Waluj
Chh SambhajiNagar - 431136
Maharashtra (India)

We R D JAISWAL & CO, Chartered Accountants, having our office at Office No-02, Plot No-19, Pride Vista, Vidya Nagar, Seven Hills, Chh SambhajiNagar-431009 are the Practicing Chartered Accountants and Tax Auditors of Morganite Crucible (India) Limited (hereinafter referred to as "the Company").

We have examined the books of account, financial statements, and other records of the Company to confirm compliance with the conditions for a change of name as per the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

Based on our examination and the information and explanations provided by the management, we hereby certify the following:

1. Time Elapsed Since Last Name Change

We confirm that Company has not changed its name in preceding one year hence a period of at least one year has elapsed since the last name change of the Company.

2. Fulfilment of Conditions for New Name:

Based on Revenue from New Activity

We have analysed the company's total revenue for the preceding one-year period. While the company has not undertaken any new activity, its existing activities are aligned with the new name. The revenue from the activities that will be continued under the proposed name accounts for at least 50% of the company's total revenue in the preceding one-year period.

This Certificate is issued on request of the company for the purpose of the Company's application for a change of name and should not be used for any other purpose.

For R. D. JAISWAL & CO.
Chartered Accountants
Firm Reg No-125831W



(Rishikesh Jaiswal)
Proprietor
M. NO- 118468

Place: Chh SambhajiNagar
Date: 24.12.2025

UDIN: 25118468OLGABA6310