FOSECO

FOSECO CRUCIBLE (INDIA) LIMITED

CIN: L26920MH1986PLC038607

Registered Office: B-11, MIDC Industrial Area, Waluj, Chhatrapati Sambhaji Nagar (Aurangabad) – 431136,
Email: pooja.jindal@vesuvius.com , website: www.fosecocrucibleindia.com

Notice of the Forty-First (41st) Annual General Meeting

NOTICE is hereby given that the Forty-first (41st) Annual General Meeting ("AGM") of the Members of Foseco Crucible (India) Limited ("the Company") (Previously known as Morganite Crucible (India) Limited will be held on Wednesday, August 26, 2026 at 2:00 pm (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements the Company for the financial year ended March 31, 2026 along with the reports of the Board of Directors and the Statutory Auditors thereon.

2. To declare a final Dividend of ₹ 12.5/- per fully paid-up Equity Shares for the financial year ended March 31, 2026.

3. To re-appoint Mr. Aniruddha Karve (DIN: 07180005) as a Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To appoint Mr. Christopher Graham Lewis (DIN: 11847319) 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. Christopher Graham Lewis (DIN: 11847319), 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, 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 July 25, 2026 liable to retire by rotation to hold office up to the date of the next Annual General Meeting of the Company, pursuant to Section 161 of the Act and the Articles of Association 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) 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. To appoint Ms. Juliette Catherine Lowes (DIN: 11845679) 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 Ms. Juliette Catherine Lowes (DIN: 11845679), 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, 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 July 25, 2026 liable to retire by rotation to hold office up to the date of the next Annual General Meeting of the Company, pursuant to Section 161 of the Act and the Articles of Association 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) 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. To appoint Mr. Sunil Kumar Chaturvedi (DIN: 02183147) 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. Sunil Kumar Chaturvedi (DIN: 02183147), 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 July 25, 2026, 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 July 25, 2026 to July 24, 2031 (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."

7. Approval of Commission to Independent Directors for FY 2025-26

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 197, and 198 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and in accordance with the Articles of Association of the Company, consent of the Members be and is hereby accorded for payment of commission to Independent Directors of the Company, for the financial year 2025-26, as below, in addition to the sitting fees payable for attending meetings of the Board and its Committees.

From Nov 12, 2025 to 31st March 2026

Director's Name	Amount
1. Ulhas Narayan Gaoli	285,616.44
2. Amitabha Mukhopadhyay	285,616.44
3. Rashmi Joshi	285,616.44

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."

By Order of the Board of Directors of
Foseco Crucible (India) Limited
(Previously known as Morganite Crucible (India) Limited)

Pooja Jindal
Company Secretary &
Compliance Officer
Mem No. A40146

Date: July 25, 2026
Place: Chh. Sambhaji Nagar
(Aurangabad)

NOTES:

1. The Ministry of Corporate Affairs ("MCA") allows companies to hold AGM through VC/OAVM, without physical presence of Members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company, i.e. B-11, MIDC Industrial Area, Waluj, Chhatrapati Sambhaji Nagar (Aurangabad) – 431136 shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as "MCA Circulars"]

   The Notice convening this AGM along with the Integrated Annual Report for FY 2025-26 is being sent by electronic mode to those Members whose e-mail address is registered with the Company/Depositories. Members may kindly note that the Notice convening this AGM and Integrated Annual Report for FY 2025-26 will also be available on the Company's website www.fosecocrucibleindia.com, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The Company will also publish an advertisement in the newspapers containing details of the AGM and other relevant information for Members viz. manner of registering e-mail Id., Cut-off date for e-voting, Record Date for payment of dividend, etc.

2. Disclosures in relation to Item Nos. 3, 4, 5 and 6 of the Notice, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and 'Secretarial Standard 2 on General Meetings' issued by the Institute of Company Secretaries of India ("SS-2") forms an integral part of this Notice.

3. Since this AGM is held through Video Conference/Other Audio Visual Means ("VC/OAVM"), route map to the venue is not required and therefore, the same is not annexed to this Notice.

4. Members attending the meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. Members holding equity shares as on Wednesday, August 19, 2026 ("Cut-off date") may join the AGM anytime 30 minutes before the scheduled time by following the procedure outlined in the Notice. A person who is a Member as on the Cut-off date shall be eligible to attend and vote on resolutions proposed at the AGM. Any person who is not a Member as on the Cut-off date shall treat this Notice for informational purpose only.

5. Attendance through VC/OAVM is restricted and hence, Members shall be eligible to join the meeting on first come-first-serve basis. However, attendance of Members holding more than 2% of the paid-up equity share capital, Institutional investors, Directors, Key Managerial Personnel, and Auditors will not be restricted on first-come-first serve basis.

6. Appointment of Proxy and Attendance Slip: As the AGM is being held through VC/OAVM in accordance with the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxy would not be available to the Members for attending the AGM, and therefore, proxy form and attendance slip are not annexed to this Notice.

7. The Company has appointed CS Jayesh Parmar, Partner M/s. Prajot Tungare & Associates Practising Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the remote e-voting process as well as voting at the AGM in a fair and transparent manner.

8. The Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM on its behalf and to vote at the meeting. The said Resolution/Authorization shall be sent to the Company Secretary or authorised representative of the Company at e-mail ID VesuviusCrucible.Compliance@vesuvius.com.

9. **Record Date:** The Final Dividend for the financial year ended March 31, 2026, as recommended by the Board, if approved by the Members, shall be paid within 30 days from the date of declaration to those Members whose names appear in the Register of Members of the Company as on August 19, 2026.

10. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, August

20, 2026 to Wednesday, August 26, 2026 (both days inclusive).

11. **Final Dividend for FY 2025-26:**

The Board of Directors at its meeting held on May 05, 2026, has recommended a final dividend of ₹ 12.5/- per fully paid equity share. The Record Date fixed for determining the entitlement of Members to the final dividend for the financial year ended March 31, 2026 is Wednesday, August 19, 2026. The dividend, if approved by the Members at the AGM to be held on Wednesday, August 26, 2026, shall be paid within the prescribed timelines."

Pursuant to the provisions of the Income-tax Act, 1961, as amended from time to time (including amendments introduced by the Finance Act, 2026), dividends declared and paid by the Company are taxable in the hands of the shareholders. Accordingly, the Company shall deduct tax at source ("TDS") at the applicable rates while making payment of dividend to shareholders, within 30 days of AGM date, as under:

i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories, as of close of business hours on Wednesday, August 19, 2026.

ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Wednesday, August 19, 2026.

12. **Mandatory updation of PAN, KYC, Nomination and Bank details by Members: Members holding shares in physical form**

a. Members holding shares in physical form are requested to note that in terms of Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. In view of the above and in order to eliminate risks associated with physical transfer of securities, shareholders holding equity shares of the Company in physical form are requested to consider converting their holdings to dematerialised form. Members may contact the Company's Registrar and Share Transfer Agent ('RTA') for assistance in this regard.

b. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, has mandated that with effect from April 1, 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), Bank Account details & Specimen Signature ("KYC").

c. Members holding shares in physical form are requested to furnish Form ISR-1, Form ISR-2 and SH-13 to update KYC and choice of nomination in case same are not already updated), to 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, the Company's Registrar and Share Transfer Agent. Alternatively, Members may send digitally signed copy of their documents by email to MUFG Intime India Private Limited at rnt.helpdesk@in.mpms.mufg.com or upload on their web portal www.in.mpms.mufg.com.

d. Members holding shares in demat mode are requested to update their details with their Depository Participants at the earliest.

e. Members may further note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at www.in.mpms.mufg.com. It may be noted that any service request can be processed only after the folio is KYC compliant.

13. **Unclaimed Dividend:**

Details of unclaimed dividend, including unclaimed dividend of erstwhile Foseco Crucible (India) Limited are available on the Company's website www.fosecocrucibleindia.com

In compliance with Section 124 of the Act and Rules made thereunder, unclaimed dividend and equity shares in respect whereof dividend remains unclaimed for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund ("IEPF"). During the Financial Year 2025-26, following dividends are due for transfer to IEPF:

Particulars	Date of declaration	Last date for claiming unpaid
Final Dividend for The Year 2018-19	07-08-2019	11-09-2026

Members who wish to claim their unclaimed dividend(s) may send a written request to the Company on e-mail Id. vesuviuscrucible.compliance@vesuvius.com or to the Company's RTA on e-mail Id. rnt.helpdesk@in.mpms.mufg.com or by post to RTA's address at C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai-400 083, Maharashtra, India. Alternatively, Members may contact RTA at +91 22 49186000.

14. **Shareholders, whose email address is not registered with the Company /RTA or with their respective Depository Participant(s) are requested to register their e-mail address in the following manner:**

    Shareholders who have not yet registered their email addresses are requested to register the same with their depository participant(s) (DP) in case the shares are held by them in electronic form and with M/s MUFG Intime Private Limited ("RTA") in case the shares are held by them in physical form or can by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at vesuviuscrucible.compliance@vesuvius.com for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

    Please note that registration of e-mail address and mobile number is mandatory while voting electronically and joining virtual meetings.

15. **Electronic dissemination of the AGM Notice and Integrated Annual Report:**

    Electronic/digital copy of the Integrated Annual Report for FY 2025-26 and Notice convening the AGM are being sent to all Members whose e-mail Id. are registered with the RTA/Company/Depositories. Members who have not registered their e-mail Id. may get the same registered by following the instructions mentioned above. For Members who have not registered their e-mail address, a letter containing exact web-link of the website i.e. https://www.fosecocrucibleindia.com/en/financial-and-governance.category11.html where details pertaining to the entire Integrated Annual Report is hosted is being sent at the address registered in the records of RTA/Company/Depositories. The Company shall provide hard copy of the Integrated Annual Report for FY 2025-26 to the Members, upon request.

16. **Name Change of the Company**

    The Members are informed that pursuant to the approval of the shareholders obtained through Postal Ballot and upon receipt of requisite approvals from the Ministry of Corporate Affairs, BSE Limited and other regulatory authorities, the name of the Company was changed from **"Morganite Crucible (India) Limited"** to **"Foseco Crucible (India) Limited"** with effect from February 9, 2026.

    Members are informed that, in connection with the application made to BSE Limited for change of name of the Company under Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate issued by the Practicing Chartered Accountant confirming compliance with the applicable requirements of Regulation 45(1) had formed part of the annexures to the Postal Ballot Notice circulated to the Members. Subsequently, a clarification/ratification letter issued by the Practicing Chartered Accountant in respect of the said certificate was submitted to BSE Limited.

    A copy of the said ratification/clarification letter, confirming compliance with Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of the Annexures to this Notice for the information of the Members.

17. **E-voting:**

    - In accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company has extended the facility of voting through electronic means including 'Remote e-voting' (e-voting other than at the AGM) to transact the business mentioned in the Notice convening the 41st AGM.

    - Necessary arrangements have been made by the Company to facilitate 'Remote e-voting' as well as e-voting at the aforementioned AGM. Members shall have the option to vote either through remote e-voting (during the remote e-voting window) or at the AGM.

    - Voting rights of Members shall be reckoned on the paid-up value of equity shares registered in their name as on the Cut-off date. • Members whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM, as the case may be.

- The voting period begins on Sunday, August 23, 2026 at 09.00 am and ends on Tuesday, August 25, 2026 at 05.00 pm. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 19, 2026, may cast their vote electronically. The e-voting module shall be disabled by MUFG Intime for voting thereafter.

- The procedure for e-voting on the day of the AGM is identical to Remote e-voting instructions as outlined in this Notice.

- Any person who becomes a Member of the Company after dispatch of the Notice and holds equity shares as on the Cut-off date can vote by following the procedure for e-voting, as outlined in the Notice.

- Any person holding shares in physical form, who acquire equity shares of the Company and become Member after the notice is sent through e-mail and is holding shares as of the Cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000. In case of Shareholders holding securities in demat mode who acquire shares and become Member after the notice is sent through e-mail and holding shares as of the Cut-off date may follow steps mentioned in the Notice.

- Members present at the AGM and who have not cast their vote on resolutions set out in the Notice convening the AGM through remote e-voting and who are not otherwise barred from doing so, shall be allowed to cast their vote through e-voting facility during the AGM.

- However, Members who have exercised their right to vote during the Remote e-voting period may attend the AGM but shall not be entitled to cast their vote again.

- Once the vote on a resolution is cast, Member shall not be allowed to change the same subsequently or cast vote again.

- Members can opt for only one mode of voting i.e. either through Remote e-voting or e-voting at the AGM. If a member casts vote by both modes, then voting done through Remote e-voting shall prevail.

- In case of joint holders attending the 41st AGM, only such joint holder who is higher in the order of names as per the Company's records, will be entitled to cast vote.

18. **Inspection of documents:** The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act, Statutory registers maintained under Section 189 of the Act and other registered required to be kept for inspection will be available at the meeting for inspection by the Members.

    Members desiring any information with regard to the financial statements or any matter are requested to write to the Company before 10 days in advance so as to enable the management to keep the information ready.

19. The Company has entered into an arrangement with MUFG Intime India Private Limited for facilitating remote e-voting for AGM.

20. **Speaker registration/facility for non-speakers:**

    Process

    Registration as speaker at the AGM

    Members who wish to raise query at the AGM may register themselves as ' Speaker' by sending request to the said effect from their registered e-mail address, to e-mail ID: vesuviuscrucible.compliance@vesuvius.com quoting their name, DP Id. and Client Id./Folio number, on or before Monday, August 10, 2026.

    Facility for non-speakers

    Members who wish to obtain any information on the Integrated Annual Report for FY 2025-26 or have questions on the financial statements and/or matters to be placed at the 41st AGM, may send a communication from their registered e-mail address to the e-mail Id vesuviuscrucible.compliance@vesuvius.com quoting their name, DP Id. and Client Id./Folio number, on or before Monday, August 10, 2026.

    The Company reserves the right to restrict the number of questions and/or number of speakers during the AGM, depending upon availability of time and for smooth conduct of the meeting. However, the Company will endeavour to respond to the questions which have remained unanswered during the meeting to the respective shareholders.

21. **Declaration of results of voting:**

After conclusion of the meeting, the Scrutinizer will submit the report on votes cast in favour or against and invalid votes, if any, to the Chairman or any other person authorized by him, who shall countersign the same, and the result of the voting will be declared within the time stipulated under the applicable laws

The voting results along with the Scrutinizer's report, will be hosted on the Company's website, www.fosecocrucibleindia.com, displayed on the Notice Board of the Company at the Registered Office and will be simultaneously forwarded to the Stock Exchanges i.e. BSE Limited.

Remote e-Voting Instructions for shareholders

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 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.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) 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.

d) 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:

a) 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

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password.

e) 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.

Google Play | App Store

METHOD 3 - NSDL e-voting website

A) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/ Member' section.

c) 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 & click on "Login".

a) 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.

b) 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 CDSL

METHOD 1 - 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.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

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 on the registered email id. Follow steps given above in points (a-c).

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 on 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 Event No + Folio no. 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:

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 Event No + Folio no. registered with the Company

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.

   o Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.

   o Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.

   o 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).

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.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at jayesh@prajottungarecs.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at VesuviusCrucible.Compliance@vesuvius.com .

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:

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

Individual 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

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 Event No + Folio no. registered with the Company

- Click on **"Login"** under 'SHARE HOLDER' tab.

- Further Click on **"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
- Further Click on **"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
Foseco Crucible (India) Limited
(Previously known as Morganite Crucible (India) Limited)

Pooja Jindal
Company Secretary &
Compliance Officer
Mem No. A40146

Date: July 25, 2026
Place: Chh. Sambhaji Nagar (Aurangabad)

Annexure I

DIRECTORS LIABLE TO RETIRE BY ROTATION AND SEEKING RE-APPOINTMENT

Pursuant to 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, the following information is furnished about the Directors proposed to be re-appointed

Brief Profile of Mr. Aniruddha Karve

Mr. Aniruddha Karve is Chairman of the company and currently holds the position of Vice President, Non-Ferrous Foundry in Vesuvius plc. Mr. Aniruddha Karve has been the Managing Director of the global MMS business since 2018, having been MD of MCIL 2015-2018, and Global Director of Operations for MMS from 2012-2015. Prior to joining Morgan Advanced Materials in 2012, he spent 15 years in various roles in the US automotive industry. He holds a PHD in Engineering.

As required by Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) as laid down by ICSI, additional information relating to the particulars of Directors who are proposed to be re-appointed are given below:

Agenda Item No	**3**
Particulars	**Aniruddha Karve**
Age	53
Date of first appointment on the Board	01-07-2015
Qualifications	PHD (Engineering)
Expertise in specific area	Engineering & Operations
Directorships held in other Companies	2. Vesuvius Crucible Inc (formerly known as Morganite Crucible Inc)
Membership/ Chairmanships of Committees of Other Companies	NIL
Shareholding in the Company as on 31st March 2026	NIL
No. of Board Meeting attended	6
Remuneration last drawn	NIL
Terms & Conditions of Appointment/ Re-appointment	NA
Remuneration proposed to be paid	NIL
Relationship with other Directors & KMP	Not related to any Director / Key Managerial Personnel
Number of Equity Shares held in the Company	NIL
Name of listed Companies from which the Director has resigned in the past three years	NIL

Annexure II

CA CERTIFICATE

R. D. JAISWAL & CO.
Chartered Accountants

Office No-2, Plot No-19
Pride Vista, Vidya Nagar
7Hills Sq, Jalna Road,
Chh.Sambhajinagar-431001
Ph 0240-2991234, 9225 11 9225
email-ca.rdjaiswal@gmail.com

To,
The Secretary
Listing Department
BSE Limited
Phiroze Jee Jee Bhoy Towers,
Dalal Street, Mumbai-400 001
Maharashtra, India.

Script Code: 523160
Subject: Ratification letter for PCA Certificate.

Dear Sir/Madam,

With reference to application submitted by Morganite Crucible (India) Limited to the Exchange for change of name of the Company under Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we acknowledge receipt of your observation stating that the certificate issued by the Practicing Chartered Accountant (PCA) is not in the format prescribed under Regulation 45(1) of the SEBI (LODR) Regulations.

In this regard, we would like to submit that Regulation 45(1) of the SEBI (LODR) Regulations, 2015 does not prescribe any specific format for the certificate to be issued by a Practicing Chartered Accountant, but only stipulates certain conditions to be fulfilled by a listed entity for change of its name.

Under Regulation 45 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, a listed entity is permitted to change its name subject to the following conditions:

a) Time period of at least one year has elapsed from the last name change.

In our case, period of one year has been already lapsed since last name change. The company was changed its name from "Greaves Morganite Crucible Limited" to "Morganite Crucible (India) Limited" on 23rd June 2016 thereafter there is no change in its name.

Accordingly, company was complied with regulation 45 (1) A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

b) At least 50% of the total revenue in the preceding one-year period should be generated from the new activity reflected in the proposed name.

The Company's revenues are from crucibles and foundry consumables. There is no change in business operations only the company name has been changed and the new name is aligned with its existing object.

R.D. JAISWAL & CO. FRN 125831W M.No. 118468 CHARTERED ACCOUNTANTS

Accordingly, company was complied with regulation 45 (1) B of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

OR

c) The amount invested in the new activity or project should be at least 50% of the total assets of the listed entity.

The company has not made an investment in any new activity or project; hence the said provision of regulation 45 (1) C is not applicable.

Further to the observation raised by the Exchange, we hereby submit that the earlier certificate issued by the Practicing Chartered Accountant was aligned with the provisions of Regulation 45(1)(a) and 45(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

However, the condition specified under Regulation 45(1)(c) is not applicable to the Company and, therefore, the same was not mentioned in the certificate. As per Regulation 45(1) of the SEBI (LODR) Regulations, 2015, compliance with the conditions specified under clauses (a) and (b) is mandatory, while clause (c) is applicable in the alternative (i.e., covered under "or"), depending on the circumstances.

Accordingly, for the sake of clarity and to ensure full compliance with the regulatory requirements, we are submitting this ratification letter with respect to our certificate.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

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

R.D. JAISWAL & CO. ★ CHARTERED ACCOUNTANTS ★ FRN 125831W M.No. 118468

(Rishikesh Jaiswal)
Proprietor
M. NO- 118468

Place: Chh SambhajiNagar
Date: 16.03.2026

FOSECO

Annexure III

As required by Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) as laid down by ICSI, additional information relating to the particulars of Directors who are proposed to be appointed are given below:

Particulars	Mr. Christopher Graham Lewis	Ms. Juliette Catherine Lowes	Mr. Sunil Kumar Chaturvedi
DIN	11847319	11845679	02183147
Date of Birth & Age	4 December 1978 / 47 years	29 July 1983 / 42 years	5 February 1963 / 63 years
Date of appointment / first appointment on the Board	25 July 2026	25 July 2026	25 July 2026
Category / Designation	Non-Executive and Non-Independent Director	Non-Executive and Non-Independent Director	Non-Executive Independent Director
Qualifications	Bachelor's Degree in Law with honours and professional qualification as a solicitor	Bachelor's Degree in Commerce with honours and professional qualification as a Chartered Accountant	Fellow Chartered Accountant
Expertise in specific functional area and experience	Legal, governance and international business matters; experience managing legal teams across multiple industries including Vesuvius, GKN Aerospace and Dyson.	Finance, audit and accounting advisory; senior group finance experience at Vesuvius and Tyman plc, and earlier experience with PwC.	Public administration, infrastructure, manufacturing and capital goods sectors; leadership experience as Chairman & Managing Director of Gainwell Commosales Private Limited and as Managing Director of TIL Limited; prior experience includes public administration and senior leadership roles.
Terms and conditions of appointment	To be appointed as Non-Executive and Non-Independent Director, liable to retire by rotation.	To be appointed as Non-Executive and Non-Independent Director, liable to retire by rotation.	To be appointed as Non-Executive Independent Director for a term of 5 consecutive years from 25 July 2026 to 24 July 2031 (both days inclusive), not liable to retire by rotation.
Remuneration last drawn (including sitting fees) from the Company	Not Applicable	Not Applicable	Not Applicable
Remuneration proposed to be paid	NIL	NIL	Sitting fees and commission, if any, as may be approved by the Board / Members and in accordance with applicable law.
Directorships held in other companies	• Foseco International Limited • Vesuvius Pension Plans Trustees Limited • Vesuvius UK Limited • Vesuvius-Premier Refractories (Holdings) Limited	• Vesuvius Pension Plans Trustees Limited • Vesuvius Ssc Sp.z.o.o.	• Gainwell Engineering Private Limited • TIL Global Private Limited • Indocrest Transportation Private Limited • Gainwell Engineering Services Private Limited • Assets Care & Reconstruction Enterprise Limited • Stellar Advisory Services Private Limited

Particulars	Mr. Christopher Graham Lewis	Ms. Juliette Catherine Lowes	Mr. Sunil Kumar Chaturvedi
			• Gaintech Engineering Private Limited • TIL Limited • Vesuvius India Ltd • Gainwell Mining Private Limited
Chairperson / Member of Committee(s) of the Board of Directors of the Company	Not Applicable as on the date of appointment / To be updated after constitution, if any	Not Applicable as on the date of appointment / To be updated after constitution, if any	Not Applicable as on the date of appointment / To be updated after constitution, if any
Chairperson / Member of Committee(s) of other companies	Not Applicable	Not Applicable	• Gainwell Commosales Private Limited – Corporate Social Responsibility Committee – Member • Gainwell Commosales Private Limited – Audit Committee – Member • Assets Care & Reconstruction Enterprise Limited – Risk Management Committee – Member • Assets Care & Reconstruction Enterprise Limited – Nomination & Remuneration Committee – Member • Assets Care & Reconstruction Enterprise Limited – Credit Committee of Directors – Member • Vesuvius India Limited – Audit Committee – Chairman • Vesuvius India Limited – Risk Management Committee – Member • Vesuvius India Limited – Nomination & Remuneration Committee – Member • Vesuvius India Limited – Corporate Social Responsibility Committee – Member • Vesuvius India Limited – Stakeholders Relationship Committee – Member
Committee positions of other listed entities / public companies considered for Regulation 36(3) / SS-2 disclosure	Not Applicable	Not Applicable	Vesuvius India Limited – Audit Committee – Chairman; Stakeholders Relationship Committee – Member.

Particulars	Mr. Christopher Graham Lewis	Ms. Juliette Catherine Lowes	Mr. Sunil Kumar Chaturvedi
Listed entity(ies) from which the Director has resigned in the past three years	NIL	NIL	NIL
Number of Board Meetings attended during FY 2025-26	Not Applicable	Not Applicable	Not Applicable
Shareholding in the Company including shareholding as a beneficial owner (as on the date of this Notice)	Nil	Nil	Nil
Relationship with other Directors and Key Managerial Personnel	Not related to any Director or Key Managerial Personnel of the Company.	Not related to any Director or Key Managerial Personnel of the Company.	Not related to any Director or Key Managerial Personnel of the Company.
Justification / skills and capabilities for appointment as Independent Director	Not Applicable	Not Applicable	In the opinion of the Board, he is a person of integrity and possesses relevant skills, knowledge, experience and expertise, and fulfils the conditions specified under the Companies Act, 2013 and the SEBI Listing Regulations for appointment as an Independent Director.
Confirmation regarding debarment from holding office of director	Not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Not debarred from holding the office of director by virtue of any SEBI order or any other such authority.
Brief profile	Mr. Christopher Graham Lewis is a British national and a professional solicitor. He holds a Bachelor's Degree and a professional qualification. He holds directorships in Foseco International Limited, Vesuvius Pension Plans Trustees Limited, Vesuvius UK Limited and Vesuvius-Premier Refractories (Holdings) Limited. He has extensive experience managing legal teams across multiple industries, including Vesuvius, GKN Aerospace and Dyson.	Ms. Juliette Catherine Lowes is a United Kingdom national. She holds a Bachelor's Degree with honours and is a Chartered Accountant. She is currently Group Head of Finance at Vesuvius, and prior to this held several senior group finance roles at Tyman plc, a FTSE 250 building products manufacturer, latterly as Interim Chief Financial Officer. Her earlier career was spent in audit and accounting advisory with PwC.	Mr. Sunil Kumar Chaturvedi is a Fellow Chartered Accountant with leadership experience across public administration, infrastructure, manufacturing and capital goods sectors. He is associated with Gainwell Commosales Private Limited, TIL Limited and Vesuvius India Ltd, among other companies as reflected in the attached MCA records. He also holds committee positions in Gainwell Commosales Private Limited, Assets Care & Reconstruction Enterprise Limited and Vesuvius India Limited.

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 4

Appointment of Mr. Christopher Graham Lewis (DIN: 11847319) 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. Christopher Graham Lewis (DIN: 11847319) 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 July 25, 2026, 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. Christopher Graham Lewis, 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. Christopher Graham Lewis

The Nomination and Remuneration Committee and the Board are of the opinion that the knowledge, skills, experience and expertise possessed by the appointee would be beneficial to the Company

Mr. Christopher Graham Lewis is a British national and a professional solicitor. He holds a Bachelor's Degree and a professional qualification. He holds directorships in Foseco International Limited, Vesuvius Pension Plans Trustees Limited, Vesuvius UK Limited and Vesuvius-Premier Refractories (Holdings) Limited. He has extensive experience managing legal teams across multiple industries, including Vesuvius, GKN Aerospace and Dyson.

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

Additional information in respect of appointment of Mr. Christopher Graham Lewis 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. 4 for the approval of the shareholders.

ITEM No. 5

Appointment of Ms. Juliette Catherine Lowes (DIN: 11845679) as a Non-Executive & Non-Independent Director of the Company, liable to retire by rotation

Based on the recommendation of Nomination and Remuneration Committee Ms. Juliette Catherine Lowes (DIN: 11845679) 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 July 25, 2026, 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 Ms. Juliette Catherine Lowes, 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 she 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 Ms. Juliette Catherine Lowes

The Nomination and Remuneration Committee and the Board are of the opinion that the knowledge, skills, experience and expertise possessed by Ms. Juliette Catherine Lowes would be beneficial to the Company

Ms. Juliette Catherine Lowes is a United Kingdom national. She holds a Bachelor's Degree with honours and is a Chartered

Accountant. She is currently Group Head of Finance at Vesuvius, and prior to this held several senior group finance roles at Tyman plc, a FTSE 250 building products manufacturer, latterly as Interim Chief Financial Officer. Her earlier career was spent in audit and accounting advisory with PwC.

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

Additional information in respect of appointment of Ms. Juliette Catherine Lowes 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. 5 for the approval of the shareholders.

ITEM No. 6

Appointment of **Mr. Sunil Kumar Chaturvedi (DIN: 02183147)** as a Non-Executive Independent Director of the Company for a term of 5 consecutive years with effect from July 25, 2026, not liable to retire by rotation

Based on the recommendation of Nomination and Remuneration Committee, **Mr. Sunil Kumar Chaturvedi (DIN: 02183147)** 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 July 25, 2026 for a term of 5 (five) consecutive years with effect from July 25, 2026, to July 24, 2031 (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. Sunil Kumar Chaturvedi (DIN: 02183147), 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. Sunil Kumar Chaturvedi

Mr. Sunil Kumar Chaturvedi is a Fellow Chartered Accountant and Chairman & Managing Director of Gainwell Commosales Private Limited. He has extensive leadership experience spanning public administration, infrastructure, manufacturing and capital goods sectors. Prior to joining Gainwell, he served as an Indian Administrative Service (IAS) officer and also held senior leadership positions with Bharat Forge Limited. He is actively associated with various industry and professional bodies and contributes to policy and industry development initiatives.

In the opinion of the Board of Directors, Mr. Sunil Kumar Chaturvedi 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. Sunil Kumar Chaturvedi** 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 of Independent Directors setting out the terms and conditions of appointment is available on the website of the Company.

Mr. Sunil Kumar Chaturvedi 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. Sunil Kumar Chaturvedi** 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. Sunil Kumar Chaturvedi** 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. 6 for the approval of the Shareholders.

ITEM NO. 7

The Company has benefitted significantly from the strategic guidance, Independent judgment, and oversight provided by its Independent Director(s). In line with the principles of good corporate governance, Independent Directors are expected to devote adequate time, expertise, and professional insight to Board deliberations, Committee responsibilities, and governance reviews.

Under Section 197 of the Companies Act, 2013, Independent Directors may be paid remuneration by way of sitting fees, commission, and reimbursement of expenses for participation in meetings. While sitting fees compensate for meeting attendance, commission serves as a recognition of the broader contribution made by Independent Directors, including:

- Strategic inputs on business direction and risk management
- Oversight of internal controls, audit processes, and compliance systems
- Independent evaluation of Board performance and management decisions
- Participation in Committees such as Audit, Nomination & Remuneration, CSR, and Stakeholders Relationship Committee
- Upholding the integrity of governance practices and stakeholder interests

The Board, after reviewing the contributions made by Independent Directors during the financial year 2025-26, and considering industry benchmarks, has recommended payment of commission as below. The proposed commission is within the overall limit of 1% of the net profits of the Company computed under Section 197 of the Act.

From Nov 12, 2025 to 31st March 2026

Director's Name	Amount
1. Ulhas Narayan Gaoli	285,616.44
2. Amitabha Mukhopadhyay	285,616.44
3. Rashmi Joshi	285,616.44

The remuneration structure continues to uphold the independence of the Director and complies with all statutory requirements, including Schedule IV of the Act.

The Board recommends the resolution for approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel, or their relatives, except the concerned Independent Director, is interested or concerned in the resolution.

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Foseco Crucible (India) Limited

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