ANNUAL SECRETARIAL COMPLIANCE REPORT OF FOSECO CRUCIBLE (INDIA) LIMITED (FORMALLY KNOWN AS MORGANITE CRUCIBLE (INDIA) LIMITED) FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2026

To,
The Members of,
Foseco Crucible (India) Limited
(Formally known as Morganite Crucible (India) Limited)
B-11 MIDC Industrial Area, Waluj, Aurangabad
Maharashtra, India, 431136

We, Prajot Tungare & Associates, Practicing Company Secretaries have examined:

(a) All the documents and records made available to us and explanation provided by Foseco Crucible (India) Limited (Formally known as Morganite Crucible (India) Limited) ("the listed entity");

(b) The filings/submissions made by the listed entity to the stock exchanges;

(c) Website of the listed entity; and

(d) Any other document/filing, as may be relevant, which has been relied upon to make this certification.

For the year ended 31st March 2026 ("Review Period") in respect of compliance with the provisions of:

(a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and

(b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *[not applicable during the Review Period]*

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *[not applicable during the Review Period]*

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(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *[not applicable during the Review Period]*

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *[not applicable during the Review Period]*

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

(i) other regulations as applicable.

and circulars/guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

a) The listed entity has complied with the provisions of the above regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The listed entity shall submit to the stock exchange(s) a statement showing holding of securities and shareholding pattern separately for each class of securities, in the format specified by the Board from time to time on a quarterly basis, within twenty-one days from the end of each quarter	Regulation 31 (1)(b) SEBI (Listing Obligations and Disclosure Requirements) 2015	The company was required to submit statement showing holding of securities and shareholding pattern separately for each class of securities for 2nd Quarter ending on 30th September 2025 by 21st October . However the same was submitted	N.A.	N.A.	The company has violated the timeline of submitting the statement showing holding of securities and shareholding pattern. There is a delay of one day.	N.A.	There was a delay of one day in filing of Shareholding patten for the quarter ended 30th September 2025.	The delay in filing was inadvertent and unintentional in nature. The Company has taken note of the same and is strengthening its internal processes to ensure timely compliance with all regulatory requireme	-

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			with a delay of one day						nts going forward.	
2.	The listed entity shall give prior intimation at least two working days in advance, excluding the date of the intimation and date of the meeting, to stock exchange about the meeting of the board of directors in which following proposal is due to be considered: (a) financial results viz. quarterly, half yearly, or annual,	Regulation 29 (1)(a) of SEBI (Listing Obligations and Disclosure Requirements), 2015	The company was required to intimate at least two working days in advance, excluding the date of the intimation and date of the meeting, to the stock exchange about the meeting of the board of directors dated 06.08.2025 in which unaudited financial results were approved.	BSE Ltd - Stock Exchange	Penalty	The Company has violated the timeline of advance intimation of Board Meeting held on 06/08/2025 to stock exchange in which financial results were approved for the quarter ended 30th June 2025.	10,000/-	There was a delay of one day in filing of advance intimation of Board Meeting held on 06/08/2025 with stock exchange in which financial results were approved for the quarter ended 30th June 2025.	The delay in filing was inadvertent and unintentional in nature. The Company has taken note of the same and is strengthening its internal processes to ensure timely compliance with all regulatory requirements going forward.	-
3.	Pursuant to Regulation 17 (1E) of the SEBI (Listing Obligations and Disclosure Requirements) 2015: Any vacancy in the office of a director shall be filled by the listed entity at the earliest and in any case not later than three months from the date of such vacancy.	Regulation 17 (1E) of the SEBI (Listing Obligations and Disclosure Requirements) 2015	The Company was required to fill the vacancy caused by Mrs. Maithalli Tambolkar (Independent Director) within 3 months from 06/08/2025 i.e. till 06.11.2026, however the same was filled on 12/11/2025 causing delay of 5 days.	N.A.	N.A.	There was a delay in appointment of an independent Director in place of Mrs. Maithali Tambolkar as per the Regulation 17 (1E) of the SEBI (LODR) Regulation 2015	N.A.	There was a delay in five days for appointment of an Independent Director in place of Mrs. Maithali Tambolkar.	Due to integration, The Company was undergoing an integration process, which required alignment of governance structures and evaluation of the overall Board composition, including the identification of an appropriately qualified candidate for the position of Independent Director. Considering the importance of appointing	-

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									a suitably qualified Independent Director in compliance with applicable regulations, the Company undertook a thorough evaluation of candidates, including assessment of their qualifications, independence, and overall suitability. Consequently, due to the time required for such alignment, identification, and finalisation of a suitable candidate, there was a delay in filling the vacancy of Independent Director.	
4.	The Board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under	Regulation 3(5) and 3(6) of the SEBI (PIT) Regulations 2015	The Company was required to maintain the Structured Digital Data (SDD) as per the specification mentioned under regulation 3(5) and 3 (6) of the SEBI (PIT) Regulations 2015. However, the Company did not maintain the SDD software in the First quarter of the FY 2025-	N.A.	N.A.	The Company did not maintain the SDD software in the First quarter of the FY 2025-26 as per the specification mentioned under the regulation of the SEBI (PIT) Regulations 2015	N.A.	The Company maintained the SDD data as per the regulations of the SEBI (PIT) Regulations 2015. However, the company has not the maintained the SDD for the first quarter of the FY 2025-26 as per the requirement specified under regulation 3(5) of the SEBI (PIT)	In response to the observations made by M/s Prajot Tungare & Associates regarding the Structured Digital Database (SDD), the Company has executed an agreement with MUFG Intime India Private Limited & implemented	

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	this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database		26 as per the specification mentioned under the regulation of the SEBI (PIT) Regulations 2015					Regulations 2015.	Structured Digital Database software. This advanced system is designed to meet the specifications outlined under the SEBI (Prohibition of Insider Trading) Regulations, 2015.	

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No.	Observations / Remarks of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended_____(the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	As per regulation 23(9) of the SEBI (LODR) Regulation 2015, the Company has to disclose the details of Related party transaction every six-month within 15 days from the date of publication of its standalone and consolidated financial result. here, the Company has called the Board Meeting for approval of financial statement for the quarter / year ended March 31, 2024 on May 21, 2024 and published the financial result in newspaper on May 23, 2024. And The company has submitted disclosure of related Party on May 23, 2024. According to the facts available, the company has submitted the disclosure within the time as provided under regulation 23(9) of the SEBI (LODR) Regulations 2015.	31st March 2025	Disclosure of Related Party Transactions under Regulation 23(9) of the SEBI (LODR) Regulation 2015.	The Company had filed the disclosure of RPT as per the regulations of 23(9) of the SEBI (LODR) Regulations 2015. However the company has received the notice of violation from the stock exchange and levied penalty for the same.	The Company has submitted the clarification with respect to the notice of violation and explained in detail situation what they have done as per the regulations.	The Action taken by the company is satisfactory.
2.	The Company has filed Corporate Governance report dated 18th July 2024 for 30th June 2024 quarter. While mentioning NRC committee composition, the Company has updated the composition which was approved in Board meeting held on 21st May 2024	31st March 2025	Constitution of the Nomination and remuneration Committee as per the Regulation 19 (1) / 19(2) of the SEBI (LODR) Regulations 2015	Composition not as per the regulation and levied of fine of Rs. 2,14,760/-	The Company has filed Corporate Governance report dated 18th July 2024 for 30th June 2024 quarter. While mentioning NRC committee	The Company has taken appropriate action to rectify the mistake and paid the fine as demanded by the stock exchange.

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	inadvertently which is effective from 5th July 2024. Accordingly, the Company has filed the revised Corporate Governance Report with the Stock Exchange.				composition, the Company has updated the composition which was approved in Board meeting held on 21st May 2024 inadvertently which is effective from 5th July 2024. the Company has filed the revised Corporate Governance Report with the Stock Exchange. And submitted the appropriate reply along with a waiver letter. Later, the company has paid the fine to the stock exchange.	
3.	The approval of shareholder for appointment of two directors on the Board of Directors of the Company was not taken within the stipulated time as specified under regulation 17(1C)(a) of the SEBI (LODR) Regulations, 2015	31st March 2025	As per Regulation 17(1C)(a) of the SEBI (LODR) Regulations 2015, the Confirmation of an appointment of new Directors required to be taken within three (3) Months from the date of appointment.	The approval of shareholder for appointment of two directors on the Board of Directors of the Company was not taken within the stipulated time as specified under regulation 17(1C)(a) of the SEBI (LODR) Regulations, 2015	The Company has got the approval of Shareholders for appointed Directors at the Annual General Meeting the Company held on 21st August 2025.	The Company has taken necessary steps to make compliance and the approval from the shareholders has been taken on 21st August 2025.

We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-

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2	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by the SEBI	Yes Yes	- -
3	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website. • Timely dissemination of the documents / information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes Yes Yes	- - -
4	**Disqualification of Director:** None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	NA NA	The company does not have any listed/unlisted subsidiary company.
6	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.	Yes	-

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7	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	-
8	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee, in case no prior approval has been obtained.	Yes Yes	- -
9	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The Company has maintained the Structured Digital Database (SDD). However, the SDD has not been maintained for the first quarter of the FY 2025-26, as per the specification mentioned under the SEBI (PIT) Regulation 2015
11	**Actions taken by SEBI or Stock Exchange(s), if any:** No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	N.A.	No action taken by the SEBI or Stock Exchange against the listed entity/ its promotors/ directors/ subsidiaries except the details

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	~~The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.~~		mentioned above.
12	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N.A.	During the year no such event occurred for resignation of statutory auditor
13	**Additional non-compliances, if any:** No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.		
14	**Disclosure about employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the Listing Regulations:** As detailed in paragraph 11 of section VI-L of chapter VI of the SEBI Master Circular No. HO/49/14/14(7)2025-CFD POD2/I/3762/2026 a. The scheme document shall be uploaded on the website of the listed entity after obtaining shareholder approval as required under SEBI (SBEB) Regulations, 2021. b. The documents uploaded on the website shall mandatorily have minimum information to be disclosed to shareholders as per SEBI (SBEB) Regulations, 2021. c. The rationale for redacting information from the documents and the justification as to how such redacted information would affect competitive position or reveal commercial secrets of the listed entity shall be placed before the board of directors for consideration and approval.	NA	The Company does not have a Share Based Employee Benefit Scheme in terms of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 during the Period.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

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2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.

4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

5. It is the responsibility of the Company's management to maintain records and establish appropriate systems for ensuring compliance with applicable SEBI Regulations, circulars, and guidelines issued from time to time and to ensure the adequacy and operational effectiveness of such systems.

6. The report is prepared in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India (ICSI), involving such examinations and verification as deemed necessary and adequate for the purpose.

For Prajot Tungare & Associates
Company Secretaries
(Firm Reg. No. P2001MH010200)
(PR No.: 7400/2025)

JAYESH MANSUKH PARMAR
Digitally signed by JAYESH MANSUKH PARMAR
Date: 2026.05.29 13:54:12 +05'30'

CS Jayesh Parmar
Partner
FCS: 11745
CP No: 17776
UDIN: F011745H000534740

Date: 29/05/2026
Place: Pune

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