

Morganite Crucible (India) Limited

Morgan Advanced Materials

Molten Metal Systems

B-11, M.I.D.C., Waluj

Aurangabad - 431 136,

Maharashtra, (India)

Dear Member(s),

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), and pursuant to other laws and regulations as may be applicable, that the Resolution annexed below is proposed to be passed by the members through postal ballot/electronic voting (e-voting). The explanatory statement pertaining to the aforesaid Resolution setting out the material facts and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration and approval.

Mr Prasad Takalkar, Partner of M/s. KMP & Associates, Practicing Company Secretaries has been appointed by the Board of Directors as Scrutinizer for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

This Special Resolution shall be declared as passed in Postal Ballot if votes cast in favour are not less than three times the votes cast against the resolution.

You are requested to read the Notes to this Notice and instructions printed on accompanying Postal Ballot Form and return the same along with assent (FOR) or dissent (AGAINST), in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer before the close of working hours (5:00 p.m.) on November 30, 2019. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The Scrutinizer will submit his report to the Chairman of your Company after completion of the scrutiny. Results of the Postal Ballot will be declared by the Chairman or any other Director of your Company on Saturday, November 30, 2019 at the Registered Office of the Company, viz. B-11, M.I.D.C Waluj, Aurangabad 431 136 (MH). The declaration of the results of the Postal Ballot by the Chairman / Director as stated above shall be treated as declaration of results at a meeting of the members as per the provisions of the Companies Act, 2013 and applicable rules thereunder. The results of the Postal Ballot will be posted on the Company's website viz., and also communicated to the Bombay Stock Exchange (BSE Ltd.), where the Company's shares are listed.

www.morganmms.com

Morganite Crucible (India) Limited

ISO 9001: 2015 CIN:L26920MH1986PLC038607 Regd. Office: B-11, M.I.D.C., Waluj, Aurangabad – 431 136,

Maharashtra, (India) Tel: +91 240 6652504, 6652520, 6652523

Pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-Voting facility to all its Members as an alternate mode to exercise their right to vote. The Company has engaged the services of Link Intime India Private Limited to provide e-voting facility to members of the Company. Accordingly, the Company is providing e-voting facility through Postal Ballot as an alternate, which would enable them to cast votes electronically, instead of dispatching Postal Ballot.

The members are requested to read and follow the instructions on e-voting enumerated in the notes to this Notice. Only Members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the facility are given separately.

PROPOSED RESOLUTION:

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

“RESOLVED that pursuant to the provisions of Sections 180 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), Companies Act, 2013, applicable clauses of Article of Association of the Company, the consent of the Members be and is hereby accorded for transfer of business of Mehsana plant by way of shifting of plant and machineries from the Mehsana Gujarat plant to Aurangabad Maharashtra plant as per the modalities approved by Board of Directors of the Company.

RESOLVED FURTHER that Mr Vikas Kadlag, Managing Director, Mr Aniruddha Karve, Director of the Company be and is hereby severally authorised to negotiate with workman and employee of the Company and offering them suitable compensation for those who is not opting to join at Aurangabad location.

RESOLVED FURTHER that Mr Vikas Kadlag, Managing Director, Mr Atithi Majumdar, Chief Financial Officer and Mr Rupesh Khokle, Company Secretary of the Company be and is hereby severally authorised to take all such necessary steps for information to local Govt. bodies and any other competent authority to such effect including application for surrender of registrations, permits and licenses within period as may deem fit.

RESOLVED FURTHER that Mr Vikas Kadlag, Managing Director, Mr Atithi Majumdar, Chief Financial Officer and Mr Rupesh Khokle, Company Secretary of the Company be and is hereby severally authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

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

Place: Aurangabad
Date: October 17, 2019

Rupesh Khokle
(Company Secretary)

Registered Office

B-11, MIDC Waluj, Aurangabad - 431 136,
Maharashtra, India
Ph.: 0240 – 6652514
Email: Rupesh.Khokle@morganplc.com
CIN: L26920MH1986PLC038607
Website: www.morganmms.com

NOTES:

1. An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the special business to be transacted is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members / List of Beneficial Owners received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on the cut-off date i.e. October 25, 2019, as on close of business hours.
3. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. October 25, 2019.
4. Voting through electronic means -

In compliance with provisions of Sections 108 and 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote for the Postal Ballot by electronic means and the business may be transacted through e-voting services provided by Link Intime India Private Limited:

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (A) The voting period begins on November 1, 2019 at 09.00 am and ends on November 30, 2019 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 October 25, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 2. Click on "Login" tab, available under 'Shareholders' section.
 3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
 4. Your User ID details are given below:
 - a. **Shareholders holding shares in Demat Account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in Demat Account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
 5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in Demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
- On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". 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.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
 - Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
 - In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.
12. Upon completion of scrutiny of the Postal Ballot voting, the Scrutinizer will submit his report to the Chairman.
 13. The Results shall be declared on Saturday, November 30, 2019 after 05.00 pm. The date of declaration of the results by the Chairman / such other Director shall be deemed to be the date of General Meeting convened in that behalf. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.morganmms.com and communicated to the Bombay Stock Exchange (BSE Ltd.)

EXPLANATORY STATEMENT

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

The Board of Directors in their meeting held on November 13, 2018 approved Project Avatar Phase II for expansion at Aurangabad site considering market demand for bigger size ISO pressed crucibles and accessories and strategic focus on non-core business in foundry products. It was also proposed to establish Isostatic press line at Aurangabad site, which will enable to offer bigger size ISO pressed crucibles alongwith increasing the overall capacity of ISO pressed machine products and other foundry products diversification.

As part of Project Avatar Phase II and considering synergy, cost optimisation and further focus on product development, it was proposed to transfer the business of Mehsana Unit by way of shifting of plant and machineries of Mehsana, Gujarat plant to Aurangabad, Maharashtra plant subject to approval of members by way of special resolution and local Govt. bodies or other competent authority as may applicable. The Company has taken necessary steps like creation of buffer inventory for ISO pressed products to meet the market demands during transition phase.

Further, the Company will be offering Mehsana employees and workers to join at Aurangabad plant after transfer of business however those who doesn't want to join, the suitable compensation shall be paid as per applicable statute.

None of the Directors or Key Managerial Personnel are concerned or interested, financial or otherwise, in the aforesaid resolution.

Your Directors recommend Resolution as a Special Resolution for approval of the members.

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

Place: Aurangabad
Date: October 17, 2019

Rupesh Khokle
(Company Secretary)

Registered Office

B-11, MIDC Waluj, Aurangabad - 431 136,
Maharashtra, India
Ph.: 0240 – 6652514
Email: Rupesh.Khokle@morganplc.com
CIN: L26920MH1986PLC038607
Website: www.morganmms.com

IMPORTANT INSTRUCTIONS

- I. The voting rights for the shares are one vote per equity share which is fully paid, registered, in the name of the shareholders/beneficial owners as on Friday, October 25, 2019.
- II. Voting by Postal Ballot, in physical form or e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
- III. Voting period commences on Friday, November 01, 2019 at 9.00 a.m. and ends on Saturday, November 30, 2019 at 5.00 p.m.
- IV. The result of the postal ballot would be announced by the Chairman or any other Director or Company Secretary or Authorized Person of the Company on Saturday, November 30, 2019 after 17:00 hrs. and displayed on the Notice Board of the Company at its Registered Office and its Corporate Office besides being communicated to the Stock Exchanges.
- V. Shareholders can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.
- VI. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
- VII. Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Mr. Rupesh Khokle, Company Secretary of the Company, at Morganite Crucible (India) Limited, B-11, Waluj, MIDC, Aurangabad-431 136, Maharashtra, India or by sending an e-mail at Rupesh.Khokle@morganplc.com.

Instructions for Voting by Physical Postal Ballot Form

- I. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted. Members are requested to convey their assent or dissent in this postal ballot form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- II. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
- III. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/Depository. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered/recorded with the Registrar/Depository) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
- IV. Duly completed Postal Ballot Form should reach the Scrutinizer not later than **Saturday November 30, 2019 at 5.00 p.m.** Postal Ballot Forms received after the aforesaid date and time will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before the last date, providing sufficient time for postal transit.
- V. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a Certified copy of the Board Resolution/ Authority and with attested specimen signature(s) of the duly authorized signatories giving requisite authority to the person voting on the Postal Ballot Form. Where the form has been signed by a representative of the President of India or of the Governor of a state, a certified copy of the nomination should accompany the Postal Ballot Form.
- VI. A member need not use all his/her votes nor does he/she need to cast all his/her votes in the same way. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the shareholder in the respective column.
- VII. Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under instruction no. V above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
- VIII. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
- IX. A member may request for a duplicate Postal Ballot Form, if so required and the same duly completed should reach the scrutinizer not later than the last date for voting.
- X. Postal Ballot Forms with following deficiencies will be rejected.
 - i. A form other than one issued by the company has been used
 - ii. It has not been signed by or on behalf of the Member
 - iii. Signature on the postal ballot form doesn't match the specimen signatures with the Company
 - iv. It is not possible to determine without any doubt the assent or dissent of the Member
 - v. Neither assent nor dissent is mentioned
 - vi. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member
 - vii. The envelope containing the postal ballot form is received after the last date prescribed
 - viii. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority
 - ix. It is defaced or mutilated in such a way that its identity as a genuine form cannot be Established
 - x. Such other reasons as the Scrutinizer may deem fit.