

**SECRETARIAL COMPLIANCE REPORT OF MORGANITE CRUCIBLE (INDIA)
LIMITED FOR THE YEAR ENDED 31ST MARCH 2025**

To,
Morganite Crucible (India) Limited,
B-11 MIDC Industrial Area, Waluj,
Aurangabad, Maharashtra, 431136

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

- (a) All the documents and records made available to us and explanation provided by 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 as on 31st March 2025 ("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 Debt Securities) Regulations, 2008; [not applicable during the Review Period]~~
- (g) ~~Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; [not applicable during the Review Period]~~
- (h) ~~Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; [not applicable during the Review Period]~~
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (j) 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	Disclosure of Related Party Transactions.	Regulation 23 (9) of the SEBI (LODR) Regulations 2015	Late submission	BSE Limited	Levy of Fine	Non-compliance with respect to disclosure of related party transactions on consolidated basis.	Rs.11800/-	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	As per regulation 23(9) of the SEBI (LODR) Regulation 2015, the Company has disclosed the details of Related party transaction within the time. Accordingly, we have submitted the clarification with the stock exchange.	

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								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.		
2	Constitution of the Nomination and remuneration Committee	Regulation 19 (1) / 19(2) of the SEBI (LODR) Regulations 2015	Composition not as per the regulation.	BSE Limited	Levy of Fine	Non-compliance with the constitution of nomination and remuneration committee	Rs.2,14,760/-	The Company has filed Corporate Governance report dated 18 th July 2024 for 30 th June 2024 quarter. While mentioning NRC committee composition, the Company has updated the composition which was approved in Board meeting held on 21 st May 2024 inadvertently which is effective from 5 th July 2024. Accordingly, the	The Company has filed Corporate Governance report dated 18 th July 2024 for 30 th June 2024 quarter. While mentioning NRC committee composition, the Company has updated the composition which was approved in Board meeting held on 21 st May 2024 inadvertently which is effective	

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								Company has filed the revised Corporate Governance Report with the Stock Exchange.	from 5 th July 2024. Accordingly, the Company has filed the revised Corporate Governance Report with the Stock Exchange. And submitted the appropriate reply along with a waiver letter.	
3	Approval of Shareholders for appointment of a person on the Board of Directors	Regulation 17(1C)(a) of the SEBI (LODR) Regulations 2015	Confirmation of appointment of new Directors not taken within stipulated time.	-	-	Non-compliance with respect to obtaining approval of Shareholders for appointment of a person on the Board of Directors	-	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 complied with the applicable provisions of the Companies Act and Regulation 17(1) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. However, due to an inadvertent oversight, compliance with Regulation 17(1)(c) was not completed. We would like to inform you that the necessary shareholder approval for the appointment of an Additional Director will be sought at the upcoming Annual General Meeting scheduled to be held on 21st May 2025.	

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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 / half year ended 30 th September 2023 on 9 th November 2023 and published the financial result in news paper on 11 th November 2023. And The company has submitted disclosure of related Party on 10 th November 2023. 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.	March 31, 2024	Disclosure of Related Party Transactions. Regulation 23 (9) of the SEBI (LODR) Regulations 2015	Delay in disclosure of Related Party Transaction under Regulation 23 (9) of the SEBI (LODR) Regulations 2015. BSE Limited sought clarification from the Company and imposed a penalty of Rs.5900/-	The Company has submitted the disclosure under Regulation 23 (9) of the SEBI (LODR) Regulations 2015 within the time - Accordingly, the Management has given appropriate reply along with proof of submission to the email received from BSE Limited and requested for waiver off the fines.	The Company has submitted the reply to the BSE along with supporting documents and requested for Waiver of fine. Further, the company has not received any communication from the BSE.
2.	The Company has appointed Company Secretary and Compliance officer in the Board Meeting dated 9 th November 2023 with effect from 20 th November 2023 and the company has intimated the same in outcome of the Board Meeting and under regulation 30 of the SEBI (LODR). Further, the Company has again intimated on 24 th November 2023 to BSE under regulation 30 read with Sub para 7(c) of Para A of part A of Schedule III with effect from the appointment i.e. 20 th November 2023. The Company has complied with the Regulation.	March 31, 2024	Intimation of Appointment of Compliance officer. Regulation 30 of the SEBI (LODR) Regulation 2015 read with Schedule - III of LODR.	Change in Director/KMP is not disclosed to Exchange within 24 Hours. No fine imposed. BSE Limited sought clarification and other details.	The company has submitted the revised Intimation with the additional details as required under regulation 30 read with Schedule III of the SEBI (LODR). And given appropriate reply to the BSE along with supporting documents.	The company has not received any further communication from the BSE.

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

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Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<p><u>Secretarial Standards:</u></p> <p>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.</p>	Yes	-
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • 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. 	<p>Yes</p> <p>Yes</p>	<p>-</p> <p>-</p>
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • 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. 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>-</p> <p>-</p> <p>-</p>
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	-

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5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> <p>a) Identification of material subsidiary companies</p> <p>b) Disclosure requirement of material as well as other subsidiaries</p>	NA	The listed entity does not have any subsidiary company.
6.	<u>Preservation of Documents:</u> <p>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.</p>	Yes	-
7.	<u>Performance Evaluation:</u> <p>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.</p>	Yes	-
8.	<u>Related Party Transactions:</u> <p>a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p> <p>b) In case no prior approval has been obtained. The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee.</p>	Yes	-
9.	<u>Disclosure of events or information:</u> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	

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10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	No	The Company has maintained the Structured Digital Database (SDD). However, the data has not been maintained as per the specification mentioned under the SEBI (PIT) Regulation 2015
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No actions has been 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. The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	No	No actions has been taken against the listed entity/ its promoters/ directors/ either by SEBI or by Stock Exchanges except the details 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.	NA	During the year, no such event occurred for resignation of Statutory Auditor of the Listed Company.
13.	<u>Additional non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. except the above mentioned.	Yes	-

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. – N.A.

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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.
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.

For Prajot Tungare & Associates
Company Secretaries
(Firm Reg. No. P2001MH01020)
(PR No.: 993/2020)

CS Jayesh Parmar
Partner
FCS: 11745
CP No: 17776
UDIN: F011745G000398604

Date: 22/05/2025
Place: Pune