

**FORM NO. CAA 2****[Pursuant to Section 230(3) and rule 6 and 7]****Company Application No. of 861 of 2017****Morganite Crucible (India) Limited... Applicant Company****Notice of the meeting of Equity Shareholders:**

Notice is hereby given that by an order dated 13th September 2017 the Mumbai Bench of the National Company Law Tribunal has directed a meeting to be held of equity shareholders of the above named company for the purpose of considering, and if thought fit, approving with or without modification, the Scheme of Amalgamation proposed to be made between Morganite Crucible (India) Limited and Diamond Crucible Company Limited and their respective shareholders and creditors.

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of equity shareholders of the said Applicant company will be held on Thursday, November 2, 2017 at 11:00 AM at B-11, MIDC Waluj, Aurangabad – 431136, Maharashtra.

Copies of the Scheme of Amalgamation, and of the Statement under Section 230 can be obtained free of charge at the registered office of the company at B-11, MIDC Waluj, Aurangabad – 431136, Maharashtra. Persons entitled to attend and vote at the meeting, may vote in by person or by proxy, provided that all the proxies in the prescribed form are deposited at the registered office of the company at B-11, MIDC Waluj, Aurangabad – 431136, Maharashtra not later than 48 hours before the meeting. Forms of proxy can be obtained from the registered office of the company.

The Tribunal has appointed Mr. Mukund Bhogale and failing him, Mr. Subhash Kolapkar as Chairman of the said meeting. The abovementioned Scheme of Amalgamation, if approved in the meeting, will be subject to subsequent approval of the Tribunal.

Pursuant to the directions issued by the Tribunal, and in accordance with the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Securities and Exchange Board of India ("SEBI") Circular bearing no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular"), the equity shareholders of the Applicant Company have been given an option to vote on the Resolution of the Scheme as per the draft proposed in the Notice dated September 25, 2017 issued in connection with the meeting, by way of postal ballot or through e-voting facility provided by M/s Central Depository Services (India) Limited ('CDSL') or at the venue of the meeting through electronic voting system and in this regard the shareholders may note that:

- 1 On September 29, 2017, the Applicant Company has completed dispatch of Notice of the meeting setting out draft of the Resolution along with the annexures thereto including Postal ballot form to all the equity shareholders of the Applicant Company, as at the cut-off date of close of business hours on September 22, 2017 at their registered addresses in the permitted mode.
- 2 The voting period for casting of vote by way of Postal ballot and remote e-voting will commence on October 3, 2017 at 09.00 am and shall end on November 1, 2017 at 05.00 pm. The remote e-voting facility shall be disabled and shall not be allowed thereafter. Once the vote on resolution is casted by the member, the member shall not be allowed to change it subsequently.
- 3 A person, whose name is recorded in the register of member or in the register of beneficial owner maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or postal ballot or voting at the Meeting through electronic means. Any person who acquires the shares of the Applicant Company and becomes the member of the Applicant Company after the cut-off i.e. close of business on September 22, 2017 shall not be eligible to vote either through remote e-voting or postal ballot or voting at the meeting through electronic means.
- 4 Member(s) can opt only for one mode of voting. If a member has opted for remote e-voting then he/ she should not vote by Postal ballot and vice-versa. However, in case Members cast their vote both via Postal ballot shall be treated as invalid.
- 5 Members who have casted their votes either through Postal Ballot or through remote e-voting may attend the meeting but shall not be allowed to vote at the meeting.
- 6 The facility for voting through poll shall be available at the venue of the meeting and the members attending the meeting who have not already cast their vote by postal ballot or remote e-voting shall be able to exercise their right at the meeting.
- 7 If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 8 Shareholders may cast their vote on the proposed resolution by way of Postal ballot by delivering duly filed and signed Postal ballot form addressed to Scrutinizer on or before November 1, 2017 at 05.00 pm. The Postal Ballot form received after this date and time will be strictly treated as invalid.
- 9 Any member who has not received the Postal ballot form may apply to the Applicant Company and obtain a duplicate thereof by sending email to [rupesh.khokle@morganplc.com](mailto:rupesh.khokle@morganplc.com)
- 10 Notice of the meeting is available on Applicant Company's website [www.morganmms.com](http://www.morganmms.com) and also communicated to the Bombay Stock Exchange (BSE Ltd.), where the Company's shares are listed.
- 11 As directed by the Tribunal, the Scrutinizer for meeting shall be Mr Prasad Takalkar, Partner, M/s KMP & Associates, to scrutinize the votes cast either electronically through remote e-voting or on Postal ballot or by poll at the venue of the meeting.
- 12 The result of the voting shall be announced by the Chairman, upon receipt of Scrutinizer's report and the same shall be placed on the Company's website [www.morganmms.com](http://www.morganmms.com) and to the Bombay Stock Exchange (BSE Ltd.), where the Company's shares are listed.
- 13 Members may contact Mr. Rupesh Khokle, Company Secretary at the registered office of the Applicant Company at B-11, MIDC Waluj, Aurangabad, Maharashtra – 431136 or call on +91 8411079191 or by email [rupesh.khokle@morganplc.com](mailto:rupesh.khokle@morganplc.com) for any queries/grievances in connection with the voting.

For Morganite Crucible (India) Limited,

Dated this September 29, 2017

Place: Aurangabad

Chairman