



VESUVIUS INDIA LIMITED

CIN: L26933WB1991PLC052968

Registered Office: P-104, Taratala Road, Kolkata 700088 Tel: +91 33 61090500

Email: vesuviusindia@vesuvius.com, Website: www.vesuviusindia.in

NOTICE OF 35th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Thirty Fifth (35th) Annual General Meeting ("AGM"/ "35th AGM")** of the Members of **Vesuvius India Limited (the "Company")** will be held on Thursday, May 7, 2026, at 10:30 A.M. (IST), at G. D. Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019 to transact the following businesses:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended on December 31, 2025, the Reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended on December 31, 2025, and the Reports of the Board of Directors and the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To declare dividend on Equity Shares of the Company for the financial year ended on December 31, 2025, and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT dividend at the rate of ₹ 1.50 (One Rupee Fifty Paise) per Equity Share having a face value of ₹ 1/- (Rupee One only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared out of the profits of the Company for the financial year ended on December 31, 2025, on 202,960,800 (Twenty crores twenty nine lakhs sixty thousand and eight hundred) Equity Shares of the Company."

3. To appoint Mr. Pascal Herve Martin Marie Genest (DIN: 09473571), who retires by rotation as a director and being eligible, offers himself for reappointment and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013, and other applicable provisions, if any, read with the Articles of Association of the Company, Mr. Pascal Herve Martin Marie Genest (DIN: 09473571), who retires by rotation at this Annual General Meeting, and being eligible for re-appointment be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

4. To appoint Mr. Mohinder Pradip Singh Rajput (DIN: 10608199), who retires by rotation as a director and being eligible, offers himself for reappointment and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and other applicable provisions, if any, read with the Articles of Association of the Company, Mr. Mohinder Pradip Singh Rajput (DIN: 10608199), who retires by rotation at this Annual General Meeting, and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Special Business:

5. To ratify the remuneration of Cost Auditors of the Company for the financial year ending on December 31, 2026, and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Audit Committee and approval of the Board of Directors, the remuneration as set out in the Statement payable to M/s J K & Co., Cost Accountants, (Firm Registration No. 004010),

appointed as the Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending on December 31, 2026, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT each of the Directors and the Company Secretary of the Company, be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid Resolution.”

By order of the Board of Directors
Vesuvius India Limited

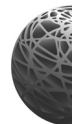
Date: February 26, 2026

Registered Office:

P-104, Taratala Road, Kolkata 700088

Saheb Ali

Company Secretary and Compliance Officer
Membership No.: A33361



NOTES FORMING PART OF THE NOTICE:

A. General Instructions:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, as amended, (**the "Act"**) and Secretarial Standard on General Meetings (Revised) – 2 (**the "SS-2"**), relating to Special Business to be transacted at the Meeting, is annexed hereto. The said Statement also contains the recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (**the "SEBI LODR"**). Additional disclosures, pursuant to Regulation 36 of the SEBI LODR and Clause 1.2.5 of SS-2 in respect of the directors seeking re-appointment are given in the Annexure which forms part of this Notice convening the 35th Annual General Meeting (**"AGM"/the "Meeting"**) of the Company (**the "Notice"**).
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is attached herewith.**

A person can act as a proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member .
3. The terminology of Shareholders and Members is used interchangeably in the Notice.
4. The proxy holder shall prove his / her identity at the time of attending the Meeting.
5. When a Member appoints a proxy and both, the Member and proxy, attend the Meeting, the proxy stands automatically revoked.
6. The route map with landmark to the AGM venue is attached and forms part of this Notice.
7. In case of Joint holders attending the AGM, the Member whose name appears first in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. National Securities Depository Limited (**"NSDL"**) will be providing facility for voting through remote e-voting and e-voting at the AGM venue.
9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant, and holdings should be verified from time to time.
10. Pursuant to Sections 101 and 136 of the Act read with the rules made thereunder and Regulation 36 of the SEBI LODR, companies are permitted to send Annual Reports and other communications through electronic mode to those shareholders whose e-mail addresses are registered with the Company / RTA or with the Depository. Accordingly, the Notice of the 35th AGM and the Annual Report 2025 are being sent through electronic mode to those shareholders whose e-mail addresses are registered with the Company/RTA or the Depositories. A physical copy of the Annual Report shall be sent to such shareholders who request the same. Additionally, a letter providing the web link to access the Notice of the AGM and the Annual Report is being sent to those shareholders whose e-mail addresses are not registered with the Company / its RTA, M/s C B Management Services (P) Limited (**"CB Management"**) or the Depositories. The Notice and the Annual Report will also be available on the website of the Company at www.vesuviusindia.in, on the websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.
11. **Mandatory update of PAN, KYC and Nomination details and linking of PAN and Aadhaar by holders of shares in physical form:** SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, in respect of such folio(s), only through electronic mode with effect from April 01, 2024 upon completion/submission of the requisite documents/details in entirety. Copies of relevant forms are available on the website of the Company at <https://vesuviusindia.in> or of the Company's RTA at www.cbmsl.com.

In case of any query / assistance, Members are requested to contact the Company's RTA, M/s C B Management Services (P) Ltd., at 20, RN Mukherjee Road, Rasoi Court

5th Floor, Kolkata- 700001 (Phone No 033-6906 6200;
Email: rta@cbmsl.com)

12. Members who have still not registered/updated their email IDs, are requested to do so at the earliest, in the following manner:
 - a. Members holding shares in physical mode are requested to register / update their email IDs by submitting duly filled and signed Form ISR-1 with the CB Management.
 - b. Members holding shares in dematerialised mode are requested to register / update their e-mail address with the Depository through their Depository Participant(s).
13. Members whose shareholding is in demat mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the SEBI Circulars from time to time. We urge members to utilize the ECS for receiving dividends.
14. Relevant documents as required by law and referred to in the accompanying Notice and in the Statement shall be available for inspection through electronic mode. Members may write to the Company on vesuviusindia@vesuvius.com for inspection of said documents and the same will be available for inspection by the Members at the Registered Office of the Company between 12.00 p.m. and 2.00 p.m. on all working days upto and including the date of the AGM at the AGM Venue.

15. **Important dates for Members:**

Record Date: Record Date will be **Thursday, April 30, 2026**, to determine those Members who will be entitled to receive dividend which will be declared at the AGM.

Cut Off Date: The Cut Off Date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through e-voting system is **Thursday, April 30, 2026**, ("Cut Off Date").

A person who is not a Member as on the Cut Off Date should treat this Notice of the AGM for information purpose only. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut Off Date, as aforesaid.

Remote e-voting Period will commence from **9.00 a.m. on Sunday, May 3, 2026, to 5.00 p.m. on Wednesday, May 6, 2026**, both days inclusive. Remote e-voting will be disabled after 5.00 p.m. on Wednesday, May 6, 2026.

The facility for voting, through electronic voting system shall also be made **available at the AGM venue** and members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting.

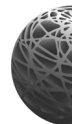
A Member can opt for only single mode of voting i.e., through remote e-voting or e-voting at the AGM. If a Member casts vote by both modes i.e., e-voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

16. **Dividend:** Subject to the approval of the Members at the AGM and the provisions of Section 126 of the Act, the dividend will be deposited in a separate bank account within 5 (five) days from the date of declaration of the dividend and will be paid within May 30, 2026 to the Members whose names appear on the Company's Register of Members as on the Record Date (i.e., **April 30, 2026**) and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details and to the Members who have not updated their bank account details, dividend shall be paid to them electronically only upon completion of KYC and bank account details.

Tax Deductible at Source / Withholding tax: Pursuant to the requirement of Income Tax Act the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The withholding tax rate would vary depending on the residential status of the shareholders and documents submitted by them with the Company/ CB Management/ Depository Participants.

17. **Bank Account Details:** Regulation 12 read with Schedule I of the SEBI LODR require all listed entities to use the facilities of electronic clearing services for payment of dividend. Members are requested to register/ update their complete bank details:

- a. with their Depository Participant(s) with which they maintain their demat accounts, if shares are held in dematerialized mode, by submitting forms and documents as may be required by the Depository Participant(s); and



- b. by submitting duly filled up and signed Form ISR-1 with the CB Management, if shares are held in physical mode.
18. **Unclaimed Dividend:** Notices have been sent to all the concerned Members in the month of January, 2026 informing them that their dividend remains unclaimed and the procedure to obtain payment of these unclaimed dividends. Details of dividend unclaimed by Members for the past years which have not yet been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government have been uploaded on the Company's website www.vesuviusindia.in. Members are encouraged to view the lists and lodge their claim, if any, with the Company's RTA for dividends which have remained unclaimed.
19. **Unclaimed Dividends/Shares transferred to IEPF:** In terms of the provisions of Sections 124 and 125 of the Act, read with Rules made thereunder, and circulars, if any, the dividend for the financial year ended on December 31, 2017, declared at the 27th Annual General Meeting of the Company held on April 10, 2018, which remained unclaimed for 7 (seven) consecutive years, had been transferred to the IEPF account of the Central Government in the month of May 2025. As per the aforesaid provisions, the Company had also transferred the shares [in respect of which dividends remained unclaimed for a period of 7 (seven) consecutive years as on the due date i.e., May 10, 2025] to the IEPF Demat Account.
20. **Unclaimed Dividend/Shares to be transferred to IEPF in 2026:** Pursuant to the aforesaid provisions, the dividend declared at the 28th Annual General Meeting of the Company held on May 24, 2019, and remains unclaimed, shall be required to be transferred to the IEPF of the Central Government in June 2026. Further, the shares in respect of which dividend remains unclaimed for a period of 7 (seven) consecutive years shall also be required to be transferred to the Demat Account of the IEPF Authority in June 2026. The Company has sent reminder letters to the concerned shareholders by registered post informing them to claim their dividend and also published a notice in newspapers in this regard. The shareholders concerned are requested to lodge their claims with the Company's RTA, CB Management, immediately and claim their unpaid dividend on or before April 30, 2026, failing which would result in the transfer of their unclaimed dividend and the shares on which dividend remained unclaimed for seven consecutive years into IEPF Account/IEPF Demat Account, as the case may be without any further notice.
21. **How to claim Dividend / Shares transferred to IEPF:**
- a. The Members who have a claim on the dividends and/or shares transferred to IEPF, may claim back the same from the IEPF Authority by submitting an online application in web Form No. IEPF-5 which is available on the website www.iepf.gov.in and sending a duly signed physical copy of the same to the Company, along with requisite documents enumerated in the Form IEPF-5. However, before filing of claim(s) with the Authority, such members/claimants are advised to approach the Company for issue of Entitlement letter along with all the required documents as per the communication issued by IEPF Authority on July 20, 2022.
- b. Details of dividends/shares so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: www.iepf.gov.in. Such details are also available on the website of the Company at www.vesuviusindia.in.
22. **Dematerialisation of physical shares:** As mandated by SEBI, securities of the Company can be transferred / traded only in dematerialised form.
- Post approval of the shareholders at the last Annual General Meeting of the Company held on May 8, 2025, the Board of Directors at its Meeting held on even date had approved sub-division/split of 1 (one) Equity Share having Face Value of ₹ 10/- (Rupees Ten) each, fully paid-up, into 10 (Ten) Equity Shares having Face Value of ₹1/- (Rupee One) each, fully paid-up.
- As per the SEBI Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, shares can be issued in dematerialized form only. Accordingly, post-split, shares of the Members holding shares in Physical Mode were parked into "Vesuvius India Limited-Split Escrow Demat Account". The Company sent notice through speed post to all the concerned shareholders, informing them of the legal provisions regarding the non-issuance of revised share certificates post-split. The notice also stated that their shares are currently held in the Escrow Demat Account and will be credited to their respective Demat accounts upon receipt of the following documents:
- Copy of Client Master List.
 - Self-attested copy of PAN & Aadhar
 - Original Cancelled Cheque leaf
 - ISR-1, ISR-2, ISR-4 Forms.
 - Original Share Certificate of Face Value of ₹ 10/-
23. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023 (updated as on 4th August, 2023) has specified that a Member shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the Member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the

Member is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution (“ODR”) Portal. Members are requested to take note of the same.

B. Instructions for Electronic Voting:

1. General Instruction on e-voting:

- a) In compliance with provisions of Section 108 and all other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (the “Rules”) and Regulation 44 of the SEBI LODR, SS-2, and all other notifications/circulars as may be applicable, the Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to all the Members (as on the Cut Off Date) to enable them to cast their votes electronically in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting through electronic means at the AGM venue will be provided by NSDL.
- b) The Notice calling the AGM has been uploaded on the website of the Company at www.vesuviusindia.in and can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com, respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-voting facility) i.e., www.evoting.nsdl.com.
- c) Members may cast their vote through remote e-voting facility. Members who would have cast their vote by remote e-voting may attend the Meeting in person but shall not be able to vote at the Meeting. Such a member will also not be allowed to change or cast vote again.
- d) The facility of voting through electronic means will also be provided at the venue of the AGM. Members attending the AGM who would have not already cast their vote by remote e-voting shall be able to cast their vote through TAB voting.
- e) The Cut Off Date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through TAB voting, is Thursday, April 30, 2026 (“**Cut Off Date**”). A person who is not a Member as on the Cut Off Date should treat this Notice of AGM for information purpose only.
- f) Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes members of the Company after the Notice is sent through e-mail and are holding shares as on April 30, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.com or the Company/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 forget 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 at 022 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company after sending of the Notice and are holding shares as on the Cut Off Date i.e., April 30, 2026, may follow steps mentioned in the Notice of the AGM under “Step 1: Access to NSDL e-voting system”.
- g) The Board has appointed Mr. Anjay Kumar Roy, Company Secretary in Practice (holding C.P. No.: 4557) as the Scrutinizer (hereinafter referred to as “the Scrutinizer”) to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.
- h) In pursuance of Section 113 of the Act and Rules framed thereunder, the institutional/ corporate members, entitled to appoint authorized representatives for the purpose of attending the AGM physically, and to voting through remote e-voting or e-voting at the AGM venue, are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Power of Attorney/ appropriate Authorization Letter authorizing their representative to vote on their behalf, to the Scrutinizer through e-mail at akroyco@yahoo.co.in and anjanroy_2003@yahoo.co.in with the subject line “Vesuvius India Limited – 35th AGM” with a copy marked to our RTA at ranarc@cbmsl.co and NSDL at evoting@nsdl.com. Such members can also upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on “**Upload Board Resolution/Authority Letter**” displayed under “**e-Voting**” tab in their login.
- i) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, Members will need to go through the “Forgot User Details/ Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com to reset the password.
- j) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and

e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, AVP, NDSLAVP, NDSL at evoting@nsdl.com.

- k) The results once declared along with the Scrutinizer's Report shall be placed on the Company's website www.vesuviusindia.in and on website of NSDL www.evoting.nsdl.com within two working days of conclusion of the AGM and will also be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

2. **Instructions for Remote e-voting and e-voting at the AGM venue:** The details of the process and manner for voting electronically are mentioned below:

The remote e-voting period begins on **Sunday, May 3, 2026, at 9.00 a.m. and ends on Wednesday, May 6, 2026, at 5.00 p.m.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., **April 30, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **April 30, 2026**.

Step 1: Access to NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system

Details on Step 1 are mentioned below:

a) Login method for e-voting for Individual Shareholders holding securities in demat mode:





In terms of SEBI circular dated December 9, 2020 and master circular bearing reference no

SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 all individual members holding shares of the Company in demat mode can cast their vote by way of single login credential, through their demat accounts/ website of Depositories/ Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

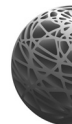
Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
	2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of Shareholders	Login Method
	<p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. 1.Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode 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 a request at evoting@nsdl.com 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 a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 009911



b) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

iv. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- v. Password details for shareholders other than Individual shareholders are given below:
 - (a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - (b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - (c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - (a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 are mentioned below:

To cast your vote electronically on NSDL e-voting system:

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Vesuvius India Limited to cast your vote during the remote e-voting period or at the venue of the Annual General Meeting.
3. EVEN for Vesuvius India Limited is **139034**.
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

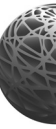
You can also take a printout of the votes cast by you by clicking on the print option on the confirmation page.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) and by submitting duly filled and signed Form ISR-1 with the CB Management at ranarc@cbmsl.co.
- b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to vesuviusindia@vesuvius.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 A) Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- c) Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

C. Other Information:

1. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall, within a period not exceeding two working days from the conclusion of the AGM, make a report of the votes cast in favour or against, to the Chairman of the Company or in his absence to the person duly authorised by him in writing, who shall then declare the results of the e-voting.
2. The results of the e-voting declared along with Scrutiniser's Report shall be placed on the website of the Company, www.vesuviusindia.in, and on the website of NSDL, www.nsdl.com immediately after declaration of the results. The results shall also be simultaneously communicated to the Stock Exchanges and displayed on the Notice Board at the Registered Office of the Company.
3. The resolutions, if passed, shall be deemed to be passed on the date of the Annual General Meeting.
4. Process of Registration as speaker at the AGM:
Members who wish to raise question at the AGM may register themselves as 'Speaker' by sending request to the said effect from their registered e-mail address to vesuviusindia@vesuvius.com quoting their name, DP ID and Client ID/Folio number together with the question(s) in advance on or before May 1, 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.

By order of the Board of Directors
Vesuvius India Limited

Date: February 26, 2026

Registered Office:

P-104, Taratala Road, Kolkata 700088

Saheb Ali

Company Secretary and Compliance Officer
Membership No.: A33361

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (AS AMENDED) READ TOGETHER WITH REGULATION 17(11) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (AS AMENDED)

The following Statement sets out all material facts and recommendation of the Board of Directors of the Company (the "Board") relating to the Business set out in item no. 5 of the accompanying Notice dated February 26, 2026:

Item No. 5: Ratification of remuneration of Cost Auditors

The Board upon the recommendation of the Audit Committee, at its meeting held on February 26, 2026 has appointed M/s J K & Co, Cost Accountants, of Visakhapatnam (Firm Registration no. 004010) as Cost Auditors of the Company for the financial year ending on December 31, 2026 at a remuneration of ₹1,50,000/- plus applicable taxes and reimbursement of expenses at actuals. The remuneration of the Cost Auditors is determined in consensus with them, taking into consideration the agreed scope of work, the performance of the Cost Auditors, and the scale and complexity of the Company's operations.

M/s J K & Co., is a well-established Cost Accounting and Cost Audit firm in practice for several decades, providing effective cost accounting reports and offering a wide range of services in the area of Cost & Management Accounting. Based on the certification received from the Cost Auditors, it is confirmed that they do not suffer from any disqualifications as specified under Section 141(3) of the Companies Act, 2013 and their appointment is in accordance with the limits specified under Section 141(3) (g) of the Act.

Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 require that the remuneration of the Cost Auditor should be ratified subsequently by the Members of the Company and hence appended resolution, as set out in Item No. 5 of the Notice, is being proposed to be passed by the Members of the Company.

The consent letter of M/s J K & Co, Cost Accountants, will be available for inspection by the Members at the Registered Office of the Company between 12.00 p.m. and 2.00 p.m. on all working days up to and including the date of the AGM at the AGM Venue.

Basis the rationale and justification provided above, the Board recommends the resolution be passed for ratification of remuneration to be paid to the Cost Auditor of the Company for financial year ending on December 31, 2026.

None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

By order of the Board of Directors
Vesuvius India Limited

Date: February 26, 2026

Registered Office:

P-104, Taratala Road, Kolkata 700088

Saheb Ali

Company Secretary and Compliance Officer
Membership No.: A33361

Annexure to the Notice

As per the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Clause 1.2.5 of the Secretarial Standard – 2 as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors are given below:

Name	Mr. Pascal Herve Martin Marie Genest	Mr. Mohinder Pradip Singh Rajput
Age	60 years	42 years
DIN	09473571	10608199
Profile	Mr. Pascal Genest was appointed as President-Flow Control, of Vesuvius plc., the ultimate holding company, in January 2021 and became a member of the Vesuvius Group Executive Committee. Mr Genest's experience spans across various international leadership roles in different sectors, including more than 19 years' experience in the steel industry, mainly with Arcelor Mittal and, most recently, with GFG Alliance where he held the position of CEO Liberty Ostrnva in Czech Republic, and earlier CEO of SULB in Bahrain. Mr. Genest is a French citizen.	Mr. Mohinder Pradip Singh Rajput is a Metallurgical Engineer from Punjab Engineering College, and he has an MBA degree from Harvard University. Before joining the Company, Mr. Rajput worked with Hilti Corporation, a private Lichtenstein based multinational company where he was the Vice President for the high growth Energy & Industry segment in India. Mr. Rajput has worked with the Boston Consulting Group, Hansa Tubes, and JSW Steel. Mr. Rajput carries significant business and leadership experience, gained in India, Bahrain, Dubai, and Liechtenstein.
Qualification	M. Sc. in Civil Engineering and an MBA	Metallurgical Engineer and an MBA
Experience and Expertise in specific functional area	Nearly two decades of experience in the steel industry	A rounded international experience in key roles, such as General Management, Strategy Consulting, and Production
Remuneration last drawn by such person, if applicable	Mr. Genest has waived his sitting fee and commission on the profits of the Company	The last remuneration drawn by Mr. Rajput has been disclosed in the Corporate Governance Report
Remuneration sought to be paid		As per existing approved terms of appointment
Date of first appointment on the Board	February 24, 2022	July 1, 2024
Directorships of other Boards of the companies in India	Nil	Vesuvius Refractory India Private Limited
Membership/Chairmanship of Committees of the Board of the Company	Member of Risk Management Committee	Member of: <ul style="list-style-type: none"> - Stakeholder Relationship Committee - Corporate Social Responsibility Committee - Risk Management Committee
Listed companies from which the Director has resigned in the past 3 (three) years	Nil	Nil
Shareholding in the company including shareholding as a beneficial owner	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
No. of Meetings of the Board attended during the year	5 out of 5 during the year 2025	5 out of 5 during the year 2025

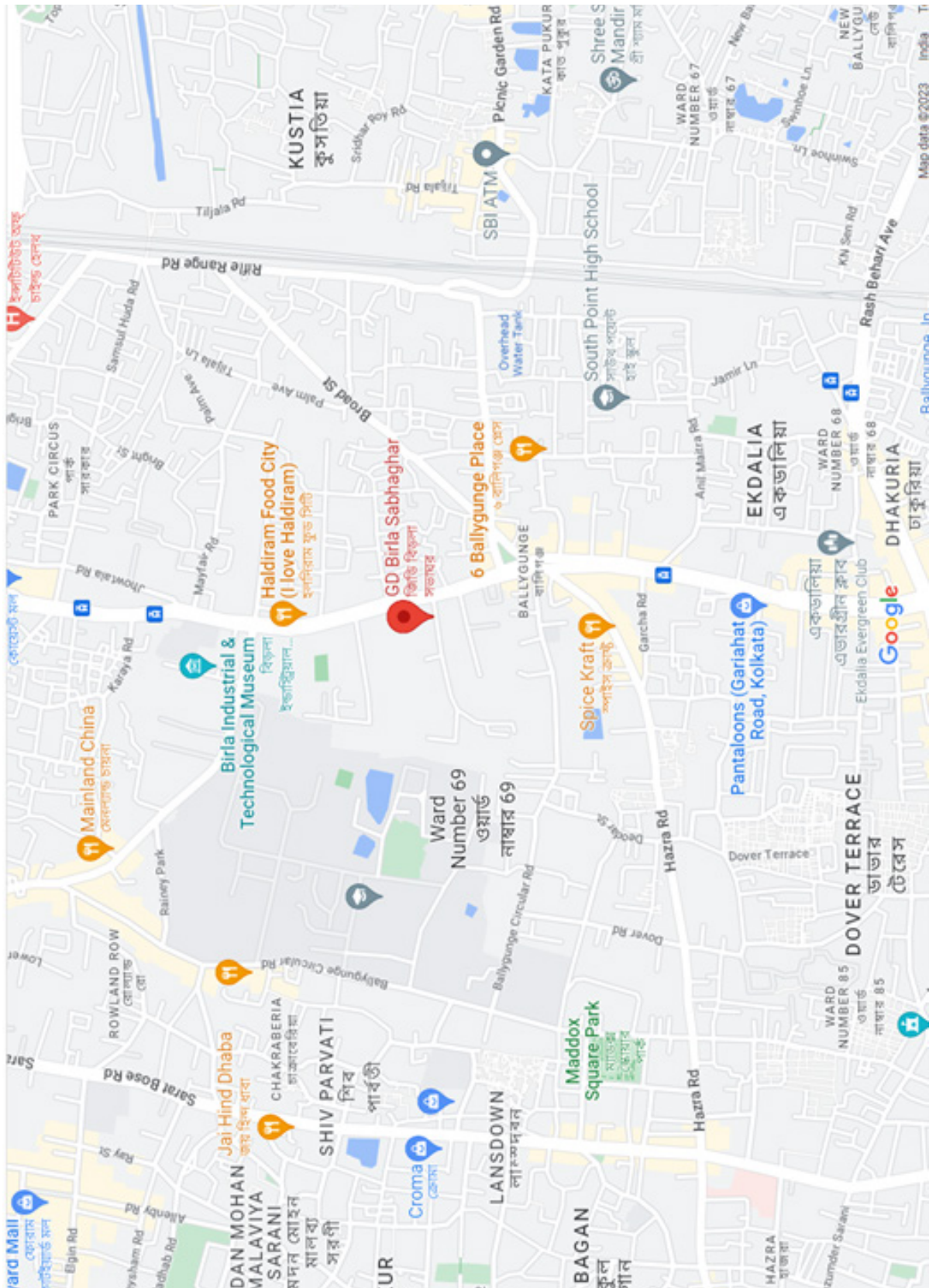
By order of the Board of Directors
Vesuvius India Limited

Date: February 26, 2026
Registered Office:
P-104, Taratala Road, Kolkata 700088

Saheb Ali
Company Secretary and Compliance Officer
Membership No.: A33361



Route Map to the AGM Venue





VESUVIUS INDIA LIMITED

CIN: L26933WB1991PLC052968

Registered Office: P-104, Taratala Road, Kolkata 700088

Tel: +91 33 61090500

Email: vesuviusindia@vesuvius.com, Website: www.vesuviusindia.in

ATTENDANCE SLIP

Reg. Folio No./DP ID & Client ID	
Name and Address of the Shareholder(s)	
No. of Shares held	
Name of the Member/Proxy attending the meeting	

I/We hereby record my/our presence at the 35th Annual General Meeting of the Company held on Thursday, May 7, 2026, at 10:30 A.M. (IST), at G. D. Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019 and at any adjournment thereof.

.....
Signature of the Shareholder(s)

.....
Signature of Proxy

Notes:

- Members/Proxy Holders are requested to bring this slip with them when they come to the Meeting and hand it over at the entrance of the Meeting Hall. The Proxy Holder shall prove his/her identity at the time of attending the meeting. Proxies are requested to carry a photo identity to the AGM Hall.
- Shareholder/Proxy Holder is requested to bring their copies of the Annual Report and Accounts with them to the Meeting.
- The Company is providing e-voting facility for the Resolutions contained in the Notice convening the 35th Annual General Meeting. The procedure for e-voting has been mentioned in the said Notice. Your User ID and Password for e-voting purposes are given below:

EVEN (E-voting Event Number)	USER ID	PASSWORD

- Remote e-voting facility is available during the following voting period:

Commencement of Remote e-voting	End of Remote e-voting
May 3, 2026 from 9.00 A.M. (IST)	May 6, 2026 till 5.00 P.M. (IST)

- E-voting facility will be provided at the AGM venue to eligible Members who have not cast their votes through remote e-voting and who attend the AGM.



VESUVIUS

VESUVIUS INDIA LIMITED

CIN: L26933WB1991PLC052968

Registered Office: P-104, Taratala Road, Kolkata 700088

Tel: +91 33 61090500

Email: vesuviusindia@vesuvius.com, Website: www.vesuviusindia.in

PROXY FORM [MGT-11]

Name of the Member(s)
Registered address
E-mail Id:
Folio No./DP ID & Client ID

I/We, being the Member(s) of shares of the above named Company hereby appoint

Name :
Address :
E-mail Id:
Signature : or failing him

Name :
Address :
E-mail Id:
Signature : or failing him

Name :
Address :
E-mail Id:
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Thursday, May 7, 2026, at 10:30 A.M. (IST), at G. D. Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Table with 3 columns: Resolution no. and description, Optional (✓) For, Optional (✓) Against. Rows include Ordinary Business - Ordinary Resolution (Adoption of Audited Financial Statements, Declaration of Dividend, Re-appointment of directors) and Special Business - Ordinary Resolution (Ratification of remuneration of Cost Auditors).

Signed this day of 2026
Signature of Shareholder(s)
Signature of Proxy holder(s)



Note: This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.