

**Form No. MGT-7****Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in \* are mandatory

Refer instruction kit for filing the form



Form language

 English  Hindi
**I REGISTRATION AND OTHER DETAILS**

i \*Corporate Identity Number (CIN)

L26933WB1991PLC052968

ii (a) \*Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/01/2025

(b) \*Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/12/2025

(c) \*Type of Annual filing

 Original Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	VESUVIUS INDIA LTD	VESUVIUS INDIA LTD
Registered office address	P-104, TARATALA ROAD,,NA,KOLKATA,West Bengal,India,700088	P-104, TARATALA ROAD,,NA,KOLKATA,West Bengal,India,700088
Latitude details	22.518489	22.518489
Longitude details	88.293306	88.293306

(a) \*Photograph of the registered office of the Company showing external building and name prominently visible

IMG-20260408-WA0045.jpg

(b) \*Permanent Account Number (PAN) of the company

AA\*\*\*\*\*5Q

(c) \*e-mail ID of the company

\*\*\*\*\*iusindia@vesuvius.com

(d) \*Telephone number with STD code

03\*\*\*\*\*00

(e) Website

iv \*Date of Incorporation (DD/MM/YYYY)

v (a) \*Class of Company (as on the financial year end date)  
(Private company/Public Company/One Person Company)

(b) \*Category of the Company (as on the financial year end date)  
(Company limited by shares/Company limited by guarantee/Unlimited company)

(c) \*Sub-category of the Company (as on the financial year end date)  
(Indian Non-Government company/Union Government Company/State Government Company/  
Guarantee and association company/Subsidiary of Foreign Company)

vi \*Whether company is having share capital (as on the financial year end date)  Yes  No

vii (a) Whether shares listed on recognized Stock Exchange(s)  Yes  No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)

viii Number of Registrar and Transfer Agent

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U74140MH1994PTC429689	CB MANAGEMENT SERVICES PRIVATE LIMITED	C-101, 1ST FLOOR, 247 PARK, L.B.S. MARG, VIKHROLI(WEST), Mumbai, Mumbai, Maharashtra, India, 400083	INR000004440

ix \* (a) Whether Annual General Meeting (AGM) held  Yes  No

(b) If yes, date of AGM (DD/MM/YYYY)

(c) Due date of AGM (DD/MM/YYYY)

(d) Whether any extension for AGM granted  Yes  No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

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## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i \*Number of business activities

2

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	20	Manufacture of chemicals and chemical products	57
2	C	Manufacturing	33	Repair and installation of machinery and equipment	23

## III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i \*No. of Companies for which information is to be given

1

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1		02099093	Vesuvius Group Limited, United Kingdom	Holding	55.57

## IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	250000000.00	203000000.00	202960800.00	202960800.00
Total amount of equity shares (in rupees)	250000000.00	203000000.00	202960800.00	202960800.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	250000000	203000000	202960800	202960800
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees )	250000000.00	203000000.00	202960800	202960800

**(b) Preference share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees )				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>(i) Equity shares</b>						
<b>At the beginning of the year</b>	154984	20141096	20296080.00	202960800	202960800	
<b>Increase during the year</b>	0.00	182819704.00	182819704.00	154984.00	154984.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify Physical Shares Dematerialized after Splitting of Equity Shares	0	182819704	182819704.00	154984	154984	
<b>Decrease during the year</b>	154984.00	0.00	154984.00	154984.00	154984.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Physical Shares Dematerialized after Splitting of Equity Shares	154984	0	154984.00	154984	154984	
<b>At the end of the year</b>	0.00	202960800.00	202960800.00	202960800.00	202960800.00	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
<b>(ii) Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0.00	0	0	
<b>Increase during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text"/>			0			
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0			
<b>At the end of the year</b>	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE386A01023

ii Details of stock split/consolidation during the year (for each class of shares)

1

Class of shares		Equity Shares
Before split / Consolidation	Number of shares	20296080
	Face value per share	10
After split / consolidation	Number of shares	202960800
	Face value per share	1

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

Nil

Number of transfers

**Attachments:**

1. Details of shares/Debentures Transfers

**iv Debentures (Outstanding as at the end of financial year)**

**(a) Non-convertible debentures**

\*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(b) Partly convertible debentures**

\*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year

<b>Total</b>				
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**(c) Fully convertible debentures**

\*Number of classes

0
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Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(d) Summary of Indebtedness**

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
<b>Total</b>	0.00	0.00	0.00	0.00

**v Securities (other than shares and debentures)**

0
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Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V Turnover and net worth of the company (as defined in the Companies Act, 2013)**

i \*Turnover

21043300000

ii \* Net worth of the Company

16638900000

**VI SHARE HOLDING PATTERN****A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00

9	Body corporate (not mentioned above)	112776500	55.57	0	0.00
10	Others <input type="text"/>	0	0.00	0	0.00
	<b>Total</b>	112776500.00	55.57	0.00	0

Total number of shareholders (promoters)

#### B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	27710162	13.65	0	0.00
	(ii) Non-resident Indian (NRI)	1182471	0.58	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	30306	0.01	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	43535782	21.45	0	0.00
8	Venture capital	0	0.00	0	0.00

9	Body corporate (not mentioned above)	5120805	2.52	0	0.00
10	Others  FP, AI, IE, NB, L L, Tr, CM	12604774	6.21		
	<b>Total</b>	90184300.00	44.42	0.00	0

Total number of shareholders (other than promoters)

35407

Total number of shareholders (Promoters + Public/Other than promoters)

35408.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	11187
2	Individual - Male	22989
3	Individual - Transgender	0
4	Other than individuals	1232
	<b>Total</b>	35408.00

**C Details of Foreign institutional investors' (FIIs) holding shares of the company**

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

## VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	29786	35407
Debenture holders	0	0

## VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A Promoter</b>	0	0	0	0	0	0
<b>B Non-Promoter</b>	1	8	1	8	0.00	0.02
i Non-Independent	1	5	1	5	0	0.02
ii Independent	0	3	0	3	0	0
<b>C Nominee Directors representing</b>	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others						
<b>Total</b>	<b>1</b>	<b>8</b>	<b>1</b>	<b>8</b>	<b>0.00</b>	<b>0.02</b>

\*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

### B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
BISWADIP GUPTA	00048258	Director	37490	
PATRICK GEORGES FELIX ANDRE	07619754	Director	0	
PASCAL HERVE MARTIN MARIE GENEST	09473571	Director	0	
HENRY JAMES KNOWLES	08751453	Director	0	

NITIN JAIN	07934566	Director	0	
MOHINDER PRADIP SINGH RAJPUT	10608199	Managing Director	0	
SUNIL KUMAR CHATURVEDI	02183147	Director	0	
RASHMI SATISH JOSHI	06641898	Director	0	
SRIDHAR GORTHI	00035824	Director	0	
SUBHABRATA NANDI	ACGPN9463Q	CFO	0	15/03/2026
SAHEB ALI	AZPPA7925E	Company Secretary	0	

**B (ii) \*Particulars of change in director(s) and Key managerial personnel during the year**

11

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
ROHIT BAHETI	AEEP6574N	CFO	21/09/2025	Cessation
SUDIPTO SARKAR	00048279	Director	24/09/2025	Cessation
RASHMI SATISH JOSHI	06641898	Additional Director	24/09/2025	Appointment
SRIDHAR GORTHI	00035824	Additional Director	24/09/2025	Appointment
BISWADIP GUPTA	00048258	Director	24/09/2025	Cessation
NAYANTARA PALCHOUDHURI	00581440	Director	24/09/2025	Cessation
BISWADIP GUPTA	00048258	Additional Director	25/09/2025	Appointment
RASHMI SATISH JOSHI	06641898	Director	07/11/2025	Change in designation
SRIDHAR GORTHI	00035824	Director	07/11/2025	Change in designation
BISWADIP GUPTA	00048258	Director	07/11/2025	Change in designation
SUBHABRATA NANDI	ACGPN9463Q	CFO	11/11/2025	Appointment

**IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

\*Number of meetings held

2

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	08/05/2025	29610	356	55.63
Postal Ballot	07/11/2025	37289	340	83.44

### B BOARD MEETINGS

\*Number of meetings held

5

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/02/2025	9	9	100
2	08/05/2025	9	9	100
3	13/08/2025	9	8	88.89
4	23/09/2025	9	9	100
5	11/11/2025	9	9	100

### C COMMITTEE MEETINGS

Number of meetings held

44

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee Meeting	26/02/2025	4	4	100
2	Audit Committee Meeting	08/05/2025	4	4	100

3	Audit Committee Meeting	13/08/2025	4	4	100
4	Audit Committee Meeting	23/09/2025	4	4	100
5	Audit Committee Meeting	11/11/2025	4	4	100
6	Nomination and Remuneration Committee Meeting	26/02/2025	4	4	100
7	Nomination and Remuneration Committee Meeting	23/09/2025	4	4	100
8	Nomination and Remuneration Committee Meeting	11/11/2025	4	4	100
9	Corporate Social Responsibility Committee Meeting	26/02/2025	7	7	100
10	Corporate Social Responsibility Committee Meeting	11/11/2025	7	7	100
11	Stakeholder Relationship Committee Meeting	26/02/2025	7	7	100
12	Risk Management Committee Meeting	08/05/2025	10	10	100
13	Risk Management Committee Meeting	13/08/2025	10	10	100
14	Risk Management Committee Meeting	11/11/2025	9	9	100
15	Board Management Committee Meeting	06/01/2025	2	2	100
16	Board Management Committee Meeting	29/01/2025	2	2	100
17	Board Management Committee Meeting	13/02/2025	2	2	100
18	Board Management Committee Meeting	26/02/2025	2	2	100
19	Board Management Committee Meeting	11/03/2025	2	2	100
20	Board Management Committee Meeting	20/03/2025	2	2	100
21	Board Management Committee Meeting	01/04/2025	2	2	100
22	Board Management Committee Meeting	14/04/2025	2	2	100
23	Board Management Committee Meeting	25/04/2025	4	2	50

24	Board Management Committee Meeting	08/05/2025	4	4	100
25	Board Management Committee Meeting	19/05/2025	4	4	100
26	Board Management Committee Meeting	28/05/2025	4	3	75
27	Board Management Committee Meeting	19/06/2025	4	4	100
28	Board Management Committee Meeting	30/06/2025	4	3	75
29	Board Management Committee Meeting	07/07/2025	4	3	75
30	Board Management Committee Meeting	18/07/2025	4	4	100
31	Board Management Committee Meeting	30/07/2025	4	3	75
32	Board Management Committee Meeting	08/08/2025	4	4	100
33	Board Management Committee Meeting	20/08/2025	4	4	100
34	Board Management Committee Meeting	28/08/2025	4	4	100
35	Board Management Committee Meeting	05/09/2025	4	4	100
36	Board Management Committee Meeting	19/09/2025	4	3	75
37	Board Management Committee Meeting	06/10/2025	3	3	100
38	Board Management Committee Meeting	16/10/2025	3	2	66.67
39	Board Management Committee Meeting	28/10/2025	3	3	100
40	Board Management Committee Meeting	06/11/2025	3	3	100
41	Board Management Committee Meeting	17/11/2025	3	3	100
42	Board Management Committee Meeting	28/11/2025	3	3	100
43	Board Management Committee Meeting	10/12/2025	3	3	100
44	Board Management Committee Meeting	22/12/2025	3	3	100

**D ATTENDANCE OF DIRECTORS**

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on  18/04/2026 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	BISWADIP GUPTA	5	5	100	43	43	100	Yes
2	PATRICK GEORGES FELIX ANDRE	5	4	80	3	3	100	Yes
3	PASCAL HERVE MARTIN MARIE GENEST	5	5	100	7	7	100	Yes
4	HENRY JAMES KNOWLES	5	5	100	3	3	100	Yes
5	NITIN JAIN	5	5	100	6	6	100	Yes
6	MOHINDER PRADIP SINGH RAJPUT	5	5	100	36	36	100	Yes
7	SUNIL KUMAR CHATURVEDI	5	5	100	14	14	100	Yes
8	RASHMI SATISH JOSHI	1	1	100	4	4	100	Yes
9	SRIDHAR GORTHI	1	1	100	4	4	100	Yes

#### X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A \*Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total amount
1	MOHINDER PRADIP SINGH RAJPUT	Managing Director	29425686	0	0	4499774	33925460.00
	<b>Total</b>		29425686.00	0.00	0.00	4499774.00	33925460.00

B \*Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total amount
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1	ROHIT BAHETI	CFO	8611558	0	0	6446572	15058130.00
2	SUBHABRATA NANDI	CFO	732302	0	0	232674	964976.00
3	SAHEB ALI	Company Secretary	1820484	0	0	1134404	2954888.00
	<b>Total</b>		11164344.00	0.00	0.00	7813650.00	18977994.00

C \*Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	NAYANTARA PALCHOUDHURI	Director	0	2169315	0	1400000	3569315.00
2	SUDIPTO SARKAR	Director	0	2169315	0	800000	2969315.00
3	BISWADIP GUPTA	Director	0	3200000	0	4800000	8000000.00
4	SUNIL KUMAR CHATURVEDI	Director	0	2900000	0	1900000	4800000.00
5	RASHMI SATISH JOSHI	Director	0	730685	0	500000	1230685.00
6	SRIDHAR GORTHY	Director	0	730685	0	500000	1230685.00
	<b>Total</b>		0.00	11900000.00	0.00	9900000.00	21800000.00

#### XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A \*Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

Yes

No

B If No, give reasons/observations

#### XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A \*DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B \*DETAILS OF COMPOUNDING OF OFFENCES

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

**XIII Details of Shareholder / Debenture holder**

Number of shareholder/ debenture holder

35408

**XIV Attachments**

(a) List of share holders, debenture holders

MGT-7\_ Details of Shareholder or Debenture holder1.xlsm

(b) Optional Attachment(s), if any

Vesuvius-Draft MGT 8 F.Y 2025.pdf  
VESUVIUS\_SHARE TRANSMISSION\_2025.pdf

## XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of VESUVIUS INDIA LTD as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/12/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;

18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

ANJAN KUMAR ROY

Date (DD/MM/YYYY)

18/04/2026

Place

KOLKATA

Whether associate or fellow:

Associate  Fellow

Certificate of practice number

4\*5\*

**XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014**

\* (a) DIN/PAN/Membership number of Designated Person

10608199

\* (b) Name of the Designated Person

MOHINDER PRADIP SINGH RAJPUT

**Declaration**

I am authorised by the Board of Directors of the Company vide resolution number\*  dated\*  
(DD/MM/YYYY)  to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

\*To be digitally signed by

\*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

\*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

1\*6\*8\*9\*

**\*To be digitally signed by**

Company Secretary       Company secretary in practice

**\*Whether associate or fellow:**

Associate       Fellow

Membership number

3\*3\*1

Certificate of practice number

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**Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.**

***For office use only:***

eForm Service request number (SRN)

AC3061384

eForm filing date (DD/MM/YYYY)

18/04/2026

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

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VESUVIUS



VESUVIUS



P-104, Taratala Road, Kolkata - 700088.



S.No.	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/02/2025	9	9	100.00
2	08/05/2025	9	9	100.00
3	13/08/2025	9	8	88.89
4	23/09/2025	9	9	100.00
5	11/11/2025	9	9	100.00

S.No.	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee Meeting	26/02/2025	4	4	100.00
2	Audit Committee Meeting	08/05/2025	4	4	100.00
3	Audit Committee Meeting	13/08/2025	4	4	100.00
4	Audit Committee Meeting	23/09/2025	4	4	100.00
5	Audit Committee Meeting	11/11/2025	4	4	100.00
6	Nomination and Remuneration Committee Meeting	26/02/2025	4	4	100.00
7	Nomination and Remuneration Committee Meeting	23/09/2025	4	4	100.00
8	Nomination and Remuneration Committee Meeting	11/11/2025	4	4	100.00
9	Corporate Social Responsibility Committee Meeting	26/02/2025	7	7	100.00
10	Corporate Social Responsibility Committee Meeting	11/11/2025	7	7	100.00
11	Stakeholder Relationship Committee Meeting	26/02/2025	7	7	100.00
12	Risk Management Committee Meeting	08/05/2025	10	10	100.00
13	Risk Management Committee Meeting	13/08/2025	10	10	100.00
14	Risk Management Committee Meeting	11/11/2025	9	9	100.00
15	Board Management Committee Meeting	06/01/2025	2	2	100.00
16	Board Management Committee Meeting	29/01/2025	2	2	100.00
17	Board Management Committee Meeting	13/02/2025	2	2	100.00
18	Board Management Committee Meeting	26/02/2025	2	2	100.00
19	Board Management Committee Meeting	11/03/2025	2	2	100.00
20	Board Management Committee Meeting	20/03/2025	2	2	100.00
21	Board Management Committee Meeting	01/04/2025	2	2	100.00
22	Board Management Committee Meeting	14/04/2025	2	2	100.00
23	Board Management Committee Meeting	25/04/2025	4	2	50.00
24	Board Management Committee Meeting	08/05/2025	4	4	100.00
25	Board Management Committee Meeting	19/05/2025	4	4	100.00
26	Board Management Committee Meeting	28/05/2025	4	3	75.00
27	Board Management Committee Meeting	19/06/2025	4	4	100.00
28	Board Management Committee Meeting	30/06/2025	4	3	75.00
29	Board Management Committee Meeting	07/07/2025	4	3	75.00
30	Board Management Committee Meeting	18/07/2025	4	4	100.00

31	Board Management Committee Meeting	30/07/2025	4	3	75.00
32	Board Management Committee Meeting	08/08/2025	4	4	100.00
33	Board Management Committee Meeting	20/08/2025	4	4	100.00
34	Board Management Committee Meeting	28/08/2025	4	4	100.00
35	Board Management Committee Meeting	05/09/2025	4	4	100.00
36	Board Management Committee Meeting	19/09/2025	4	3	75.00
37	Board Management Committee Meeting	06/10/2025	3	3	100.00
38	Board Management Committee Meeting	16/10/2025	3	2	66.67
39	Board Management Committee Meeting	28/10/2025	3	3	100.00
40	Board Management Committee Meeting	06/11/2025	3	3	100.00
41	Board Management Committee Meeting	17/11/2025	3	3	100.00
42	Board Management Committee Meeting	28/11/2025	3	3	100.00
43	Board Management Committee Meeting	10/12/2025	3	3	100.00
44	Board Management Committee Meeting	22/12/2025	3	3	100.00

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Number of members attended	% of total shareholding
Annual General Meeting	08/05/2025	29610	356	55.63
Postal Ballot	07/11/2025	37289	340	83.44

**VESUVIUS INDIA LIITED (ANNUAL RETURN) FY-2025-2026**

<b>DATE</b>	<b>TY</b>	<b>SHARE</b>	<b>VALUE</b>	<b>S_FOLIO</b>	<b>S_NAME</b>	<b>B_FOLIO</b>	<b>B_NAME</b>
5/8/2025	1	00000100	0010	M06355	M D IDRIS	010000021	HASIB ALAM
5/19/2025	1	00000100	0010	J00792	JAYESH MODI	010000024	BINITA JAYESHKUMAR MODI

# ANJAN KUMAR ROY & CO

COMPANY SECRETARIES

**A Peer Reviewed Firm**

Pursuant to the Guidelines issued by the Institute of Company Secretaries of India

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UDIN:

FORM NO. MGT- 8

## CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

*[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014, as amended]*

We have examined the registers, records, books and papers of **M/s. Vesuvius India Limited (CIN: L26933WB1991PLC052968)** (hereinafter to be referred as **"the Company"**) as required to be maintained under the Companies Act, 2013 (hereinafter to be referred as **"the Act"**) and the rules made thereunder for the financial year ended on 31<sup>st</sup> December, 2025 (hereinafter to be referred as **"period under review"**). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return of the Company, as in the prescribed Form No. MGT - 7, states the facts as at the close of the aforesaid financial year correctly and adequately. (Yet to be Checked Completely)
- B. During the aforesaid financial year, the Company has generally complied with the provisions of the Act & Rules made there under in respect of:
  1. Its status under the Act;
  2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
  3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time;
  4. Calling/convening/holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
  5. Closure of Register of Members/Security holders, as the case may be;
  6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act – No such instance occurred during the period under review.
  7. Contracts/arrangements with related parties as specified in section 188 of the Act;
  8. Issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debenture/alteration or reduction of share capital/conversion of shares/securities and issue of security certificates in all instances, as the case may be;

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026.

E-mail: akroyco@yahoo.co.in/anjanroy\_2003@yahoo.co.in

Mobile Ph Nos. 9830201949/9831891949.

# ANJAN KUMAR ROY & CO

COMPANY SECRETARIES

**A Peer Reviewed Firm**

Pursuant to the Guidelines issued by the Institute of Company Secretaries of India

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**UDIN:**

9. Keeping in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. Declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts; transfer of shares as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act; - Not applicable during the period under review.
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; - No such instance occurred during the period under review.
15. Acceptance/renewal/repayment of deposits; – No such instance occurred during the period under review.
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable; – No such instance occurred during the period under review.
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; –No such instance occurred during the period under review.
18. Alteration of the provisions of the Memorandum and/or Articles of Association of the Company.

**Place : Kolkata**

**FOR, ANJAN KUMAR ROY & CO.**

**Date :**

**Company Secretaries**

**ANJAN KUMAR ROY**

**Proprietor**

**FCS No. 5684**

**COP. No. 4557**

**C.O.P. Unique Code: I2002WB282300**

**UDIN:**

**Peer Review Certificate No.: 6872/2025**

**Firm Unique Code: S2002WB051400**

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