



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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Thursday, May 9, 2024 at 9:00 a.m. (IST)	Friday, June 7, 2024 at 5:00 p.m. (IST)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), as amended from time to time, General Circulars No. 14/2020, No. 17/2020, No. 22/2020, No. 33/2020, No. 39/2020, No. 10/2021, No. 20/2021, No. 03/2022, No. 11/2022 and No. 09/2023 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023, respectively, issued by the Ministry of Corporate Affairs (hereinafter, collectively referred to as the “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI LODR**”), the revised Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India (“**SS-2**”) and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), to seek approval of the Members of the Company (as on the Cut-off Date) on the Resolutions as appended below through Postal Ballot by way of remote e-voting (“**e-voting**”).

In compliance with aforesaid provisions, circulars and regulations, the manner of voting on the proposed Resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/ Registrar and Share Transfer Agent (“**RTA**”)/ Depository Participant (“**DP**”) and whose names appear on the Register of Members of the Company / lists of beneficial owners as received from the National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on May 3, 2024, being the cut-off date fixed by the Board of Directors of the Company.

If your e-mail address is not registered with the Company/Depositories/RTA, please follow the process for registration of the same as provided in the Notes hereto. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The statement pursuant to Section 102 and other applicable provisions of the Act and the Rules framed thereunder, pertaining to the appended Resolutions, setting out the material facts and reasons thereof is annexed to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on April 29, 2024, has appointed Mr. Anjan Kumar Roy (ICSI Membership No. FCS 5684; COP No. 4557) of M/s. Anjan Kumar Roy & Co., Company Secretaries, Kolkata, as the Scrutinizer to conduct the Postal Ballot process through remote e-voting in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI LODR and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for providing remote e-voting facility to the Members of the Company.

Members are requested to read the instructions in the Notes under the section ‘General Information and Instructions for Electronic Voting’ in this Notice, before casting their votes electronically from their respective locations. The remote e-voting period will commence from 9.00 a.m. (IST) on **Thursday, May 9, 2024** and will end at 5.00 p.m. (IST) on **Friday, June 7, 2024**. Members are requested to cast their votes through the remote e-voting process not later than 5:00 p.m. (IST) on **Friday, June 7, 2024** to be eligible for being considered, failing which it will be considered as if no vote has been cast by the concerned Member. Upon completion of the scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman or the Managing Director of the Company, if authorized by the Chairman in writing. The results of the Postal Ballot will be announced on or before 5.00 p.m. on **Tuesday, June 11, 2024**. The result of the Postal Ballot along with the Scrutinizer Report would be intimated to BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) where the equity shares of the Company are listed and would also be placed on the websites of the Company and NSDL i.e. www.vesuviusindia.in and www.evoting.nsdl.com, respectively, and shall also be displayed on the Notice Board of the Company at its Registered Office. The Resolutions as mentioned in this Notice, if passed with requisite majority, shall be deemed to have been passed on **Friday, June 7, 2024**, being the last date specified for remote e-voting.

Items of business requiring approval of the Members through Postal Ballot by remote e-voting are given below:

SPECIAL BUSINESS:

Item No. 1 : Appointment of Mr. Sunil Kumar Chaturvedi (DIN : 02183147) as an Independent Director of the Company for a period of five consecutive years with effect from April 29, 2024:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) the Articles of Association of the Company and the Remuneration Policy of the Company, Mr. Sunil Kumar Chaturvedi (DIN : 02183147), who was appointed as an Additional Director of the Company, in Independent Category, in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice, in writing, under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from April 29, 2024.

RESOLVED FURTHER THAT the Managing Director 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.”

Item No. 2: Appointment of Mr. Sudipto Sarkar (DIN : 00048279) as a Non-executive Non-Independent Director of the Company, liable to retire by rotation, with effect from April 29, 2024:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17(1A) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, and the Remuneration Policy of the Company, Mr. Sudipto Sarkar (DIN : 00048279), aged about 78 years, who was appointed as an Additional (Non-Executive Non-Independent) Director of the Company with effect from April 29, 2024 and who holds office up to the date of the next Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice, in writing, under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, for a period of two consecutive years commencing from April 29, 2024.

RESOLVED FURTHER THAT the Managing Director 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
Sd/-

Saheb Ali

Company Secretary and Compliance Officer
Membership No. A33361

Date: April 29, 2024

Registered Office:

P-104, Taratala Road, Kolkata 700088

NOTES FORMING PART OF THE NOTICE:

A. General Information:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, as amended, (the “**Act**”) and the revised Secretarial Standard on General Meetings (“**SS-2**”), relating to both the items of special businesses to be transacted through the Postal Ballot process, 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, in respect of the directors seeking appointment / re-appointment are provided in Annexure – A, which form part of this Postal Ballot Notice (the “**Notice**”).
2. National Securities Depository Limited (“**NSDL**”) will be providing facility for voting through remote e-voting.
3. This Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members of the Company/list of beneficial owners as received from the National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) and whose email address is registered with the Company / Depository Participant(s), as on May 3, 2024 (“the **Cut-off Date**”). Members may note that the said Notice will also be available on the Company’s website at www.vesuviusindia.in and may also be accessed from the relevant section of 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. The Notice will also be available on the website of NSDL at www.evoting.nsdl.com and on the website of Company’s Registrar and Transfer Agent (RTA), M/s. C B Management Services (P) Limited (“**CB Management**”) at www.cbmsl.com. The physical copy of the Notice shall also be made available to the Member(s) who may request for the same in writing to the Company.
4. Voting on the Resolutions is restricted only through e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the Members. The communication of the assent or dissent of the Members would only take place through the e-voting system.

5. 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 along with required documents 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).
6. A brief profile of the Director proposed to be appointed/re-appointed through the Postal Ballot process pursuant to this Notice, as stipulated under Regulation 36 of the SEBI LODR are provided in the Annexure – A appended to this Notice.
7. **Important dates for Members:**

The Cut-off Date for the purpose of determining the Members eligible for receiving this Postal Ballot Notice and to vote on the Resolutions contained therein is, **Friday, May 3, 2024**. The voting rights of the 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 Thursday, May 9, 2024 to 5.00 p.m. on Friday, June 7, 2024**. The remote e-voting facility will be disabled after 5.00 p.m. on Friday, June 7, 2024. Once a vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.

8. **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 are updated, shall be eligible for any payment including dividend in respect of such folios, 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 P-22, Bondel Road, Kolkata-700019 (Phone No 033-40116700; Email: rta@cbmsl.com).

9. **Dematerialisation of physical shares:** As mandated by SEBI, securities of the Company can be transferred/traded only in dematerialised form. The Members holding shares in physical form are advised to avail the facility of dematerialisation. As per the SEBI instructions, the Company shall issue 'letter of confirmation(s)' in lieu of physical securities certificate(s) while processing shareholders' requests such as, transmission, transposition, subdivision, consolidation, renewal, exchange and change/deletion of names of shareholders. The securities holders/claimants are required to apply for dematerialization of securities on the basis of the 'letter of confirmation(s)' within a period of 120 days from the date of its issuance.
10. The Board has appointed Mr. Anjan Kumar Roy, Company Secretary in Practice (ICSI Membership No. FCS 5684; COP No. 4557) as the Scrutinizer to conduct the Postal Ballot process through remote e-voting in a fair and transparent manner.
11. The Scrutinizer will submit his report to the Chairman or the Managing Director of the Company, if authorized by the Chairman in writing. The results of the Postal Ballot will be announced on or before **Tuesday, June 11, 2024**. The result of the Postal Ballot along with the Scrutinizer Report would be intimated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the equity shares of

the Company are listed and would also be placed on the websites of the Company and NSDL i.e. www.vesuviusindia.in and www.evoting.nsdl.com, respectively, and shall also be displayed on the Notice Board of the Company at its Registered Office.

12. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
13. In terms of the MCA Circulars and in the view of the Board of Directors, the matter included in this Notice is unavoidable and hence, is proposed to be approved through Postal Ballot. All the material documents referred to in the accompanying Notice and explanatory statement will be available for inspection electronically during 10:00 a.m. IST to 2:00 p.m. IST on any working day, up to and including the last date specified for casting the votes through remote e-voting i.e., up to June 7, 2024. Members seeking to inspect such documents can send an email to vesuviusindia@vesuvius.com with the subject line "Vesuvius India Limited – Postal Ballot 2024" mentioning their names and folio numbers / demat account numbers.

B. Instructions for Electronic Voting:

1. General Instruction on e-voting:

- a) In compliance with Regulation 44 of the SEBI LODR and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form.
- b) The Notice of the Postal Ballot 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 Notice is also available on the website of NSDL (agency for providing the Remote e-voting facility) i.e., www.evoting.nsdl.com.
- c) The Cut Off Date for the purpose of determining the Members eligible for participation in remote e-voting, is Friday, May 3, 2024 ("**Cut Off Date**"). A person who is not a Member as on the Cut Off Date should treat this Notice for information purpose only.
- d) Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to akroyco@yahoo.co.in and anjanroy_2003@yahoo.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) 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.
- e) 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.
- f) 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 at evoting@nsdl.com.

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

The remote e-voting period for the Postal Ballot begins on **Thursday, May 9, 2024 at 9:00 a.m. (IST)** and ends on **Friday, June 7, 2024 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and 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.	- 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. - 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 - 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. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	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 use your existing my easi username & password. 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. 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. 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.
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 22 55 33

- b) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:
- 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, 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 128504.
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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) FORMING PART OF THE NOTICE

Item No. 1: Appointment of Mr. Sunil Kumar Chaturvedi (DIN : 02183147) as an Independent Director of the Company for a period of five consecutive years with effect from April 29, 2024:

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors of the Company at its meeting held on April 29, 2024, has appointed Mr. Sunil Kumar Chaturvedi (DIN : 02183147) as an Additional Director (Category: Independent Director) of the Company with effect from April 29, 2024. In terms of Section 161 of the Companies Act, 2013 (the “Act”), he holds office up to the date of next Annual General Meeting (“AGM”) of the Company.

Further, subject to the approval of the Members of the Company and in compliance with the provisions of Sections 149, 152 of the Act read with Schedule IV thereto, the Rules framed thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”) and the Remuneration Policy of the Company, and based on the recommendations of the NRC, the Board has appointed Mr. Chaturvedi as an Independent Director of the Company, for a term of 5 (five) consecutive years with effect from April 29, 2024. The period of office of Mr. Sunil Kumar Chaturvedi as an Independent Director of the Company shall not be liable to determination by retirement of directors by rotation.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Mr. Chaturvedi for appointment as an Independent Director of the Company.

In terms of the provisions of the Act, Mr. Chaturvedi has filed requisite consent/ disclosures/declarations before the Board. The Company has also received intimation from Mr. Chaturvedi in Form DIR-8 to the effect that he is not disqualified and further confirmed that he is also not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as a Director in any Company.

In the opinion of the Board, Mr. Chaturvedi, who possesses appropriate skills, experience and knowledge, meets the criteria of independence as stipulated under Section 149(6) of the Act, and Rules framed thereunder read with Regulation 16 of the SEBI LODR and he is independent of the management. In terms of Section 150 of the Act and rules made thereunder, Mr. Chaturvedi is registered with the Indian Institute of Corporate Affairs (IICA) and he is exempted from appearing for the online proficiency self-assessment test.

Mr. Chaturvedi is entitled to sitting fees for attending the meetings of the Board and its Committee(s) and also for Commission on Net Profits of the Company not exceeding 1% in aggregate (together with all Non-Executive Directors) as computed in the manner referred to in Section 198 of the Act and Rules framed thereunder. Mr. Chaturvedi does not hold any share in the Company, either directly or indirectly.

A brief profile of Mr. Chaturvedi is provided in the Annexure – A to this Notice along with other requisite information in compliance with Regulation 36(3) of the SEBI LODR and the SS-2.

Pursuant to Regulation 17(1C) read with Regulation 25(2A) of the SEBI LODR, the approval of the Members of the Company is to be obtained, by way of a Special Resolution, at the next general meeting or within three months from the date of appointment, whichever is earlier.

Considering experience and expertise of Mr. Chaturvedi and recommendation of the NRC, the Board is of the view that the appointment of Mr. Chaturvedi as an Independent Director of the Company shall be of immense benefit to the Company and accordingly, the Board recommends the Resolution as set out in Item No. 1 of this Notice, for approval of the Members by way of a Special Resolution.

The requisite documents relating to his appointment shall be made available for inspection electronically by the Members of the Company, during 10:00 a.m. IST to 2:00 p.m. IST on any working day, up to and including the last

date specified for casting the votes through remote e-voting i.e., up to June 7, 2024. Members desirous of inspecting the same may send their requests at vesuviusindia@vesuvius.com from their registered email addresses with the subject line “Vesuvius India Limited – Postal Ballot 2024” mentioning their names and folio numbers / demat account numbers.

Except Mr. Chaturvedi and his relatives, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in the Resolution as set out in Item No. 1 of this Notice.

Item No. 2: Appointment of Mr. Sudipto Sarkar (DIN : 00048279) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from April 29, 2024:

Mr. Sudipto Sarkar (DIN : 00048279), has been associated with the Company as a Director since July 26, 2005. As an Independent Director of the Company, Mr. Sarkar has completed the second consecutive term of 5 years on April 28, 2024. Nonetheless, considering his experience, expertise and contribution during his long tenure with the Company and based on the recommendations of the NRC and the Remuneration Policy of the Company, the Board at its Meeting held on April 29, 2024 has appointed Mr. Sarkar as an Additional Director (Category: Non-Executive Non-Independent Director), subject to approval of the Members of the Company.

Pursuant to Regulation 17(1C) of the SEBI LODR, approval of Shareholders for appointment of a person on the Board of Directors is to be obtained at the next general meeting or within three months from the date of appointment, whichever is earlier. Further, as per Regulation 17(1A) of the SEBI LODR, for appointment of a person as a non-executive director who has attained the age of seventy-five years, the Company is required seek approval of the Shareholders by means of a special resolution and by giving justification for appointing such a person. Accordingly, the approval of the Members is being sought for Mr. Sarkar’s re-appointment, as set out in Item No. 2 of the Notice, by way of a Special Resolution.

In this regard, the Shareholders of the Company may kindly note that Mr. Sudipto Sarkar is a renowned Barrister and has been serving on the Board of the Company and its various Committee as a Director since 2005. He holds B.Sc. (Maths-Hons) from Presidency College, Kolkata; BA (Law Tripos) from Jesus College, Cambridge, UK; LL.M, (International Law) from Jesus College, Cambridge, UK; M.A. (Law) from Jesus College, Cambridge, UK. He is also Barrister, Gray’s Inn, London. He is designated as a Senior Advocate. Thus, the Board of Directors believes that continuation of Mr. Sarkar on the Board and its various Committees would be immensely beneficial to the Company. Accordingly, the Board recommends the Resolution as set out in Item No. 2 of this Notice, for approval of the Members by way of a Special Resolution.

In terms of Section 161 of the Companies Act, 2013, he holds office up to the date of next Annual General Meeting (“AGM”) of the Company. The Company has received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Sarkar for appointment as a Non-Executive Non-Independent Director of the Company.

In terms of the provisions of the Act, Mr. Sarkar has filed requisite consent(s) / disclosures before the Board. The Company has also received an intimation from Mr. Sarkar in Form DIR-8 to the effect that he is not disqualified and further confirmed that he is also not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as a Director in any Company.

A brief profile of Mr. Sarkar is provided in the Annexure – A to this Notice along with other requisite information in compliance with Regulation 36(3) of the SEBI LODR and the SS-2 issued by the ICSI.

Mr. Sarkar is entitled to sitting fees for attending the meetings of the Board and its Committee(s) and also for Commission on Net Profits of the Company not exceeding 1% in aggregate (together with all Non-Executive Directors) as computed in the manner referred to in Section 198 of the Companies Act, 2013 and Rules framed thereunder. Mr. Sarkar does not hold any share in the Company, either directly or indirectly.

The requisite documents relating to his appointment shall be made available for inspection electronically by the Members of the Company, during 10:00 a.m. IST to 2:00 p.m. IST on any working day, up to and including the last date specified for casting the votes through remote e-voting i.e., up to June 7, 2024. Members desirous of inspecting the same may send their requests at vesuviusindia@vesuvius.com from their registered email addresses with the subject line “Vesuvius India Limited – Postal Ballot 2024” mentioning their names and folio numbers / demat account numbers.

Except Mr. Sarkar and his relatives, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in the Resolution as set out in Item No. 2 of this Notice.

By order of the Board of Directors

Vesuvius India Limited

Sd/-

Saheb Ali

Company Secretary and Compliance Officer

Membership No. A33361

Date: April 29, 2024

Registered Office:

P-104, Taratala Road, Kolkata 700088

Annexure – A

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 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

Name	Mr. Sunil Kumar Chaturvedi	Mr. Sudipto Sarkar
DIN	02183147	00048279
Date of Birth	05/02/1963	21-03-1946
Age (in years)	61	78
Profile	Mr. Sunil Kumar Chaturvedi is Chairman of the Gain well Group – a group with businesses across high-end capital goods engineering, designing, manufacturing and connected technology solutions in nine countries across four continents. A partner of the US global equipment giant Caterpillar Inc. since 1944, Gainwell Commosales Pvt. Ltd. (dominant group entity, formerly known as Tractors India Pvt. Ltd., has been part of India's infrastructure as well as core and strategic sectors' growth in last eight decades. After leading the management buyout of Caterpillar Business from TIL Limited in June 2016. Mr. Chaturvedi completed taking management control and dominant shareholding of TIL Limited in January 2024 by strategic investment into the company. He serves as its CMD since the takeover. Mr. Chaturvedi is a FCA and a ret'd. IAS. He is a member of various professional and trade bodies within and outside India including Society of Automotive Engineers (SAE), Confederation of Indian Industry (CII), Federation of Indian Chambers of Commerce and Industry (FICCI) and Associated Chambers of Commerce (Assocham) Bengal Chambers of Commerce (BCCI). Mr. Chaturvedi is the Chairman of the Public Procurement Committee of FICCI and an Independent Director of Asserts Care and Reconstruction Enterprises Limited (ACRE), which is one of the largest ARCs in India.	Mr. Sudipto Sarkar is a Senior Advocate and a renowned Barrister. Mr. Sarkar holds B.Sc. (Maths-Hons) from Presidency College, Kolkata; BA (Law Tripos) from Jesus College, Cambridge, UK; LL.M, (International Law) from Jesus College, Cambridge, UK; M.A. (Law) from Jesus College, Cambridge, UK. He was called to the Bar from Gray's Inn in 1973. Mr. Sarkar serves on the Board of various listed companies as an Independent Director. He also served on the Board of the Company and its various Committees since 2005 and recently completed his second consecutive terms of 5 (five) consecutive years on the Board of Directors of the Company as an Independent Director.
Qualification	FCA, IAS (Retd.)	BA (Law Tripos) from Jesus College, Cambridge, UK; LL.M, (International Law) from Jesus College, Cambridge, UK; M.A. (Law) from Jesus College, Cambridge.

Experience and Expertise in specific functional area	20 years of experience as an Indian Administrative Service Officer in different capacities in the State of West Bengal and Government of India. Since 2008 he has been an entrepreneur having experience of more than 16 years.	Nearly 5 decades experience in Legal practice.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As a Non-Executive Independent Director for a period of 5 (five) consecutive years. Not liable to retire by rotation.	As a Non-Executive Non-Independent Director, for a period of 2 (two) consecutive years, liable to retire by rotation.
Remuneration last drawn by such person, if applicable	Not applicable	Rs. 46 Lakhs for Financial Year 2023, consisting of Sitting Fees of Rs. 17 Lakhs and Commission of Rs. 29 Lakhs.
Remuneration sought to be paid	In terms of the Resolution passed by the Shareholders at the AGM held on April 18, 2024 and as per Remuneration Policy of the Company	In terms of the Resolution passed by the Shareholders at the AGM held on April 18, 2024 and as per Remuneration Policy of the Company
Date of first appointment on the Board	April 29, 2024	July 26, 2005
Membership/Chairmanship of Committees of the Board of the Company	Member of: - Audit Committee - Nomination and Remuneration Committee - Risk Management Committee - Corporate Social Responsibility Committee - Stakeholders' Relationship Committee	Member of: - Risk Management Committee - Corporate Social Responsibility Committee - Stakeholders' Relationship Committee
Other Directorships and Membership / Chairmanship of Committees of other Boards	Directorships in Listed and Public Companies: • TIL Limited • Assets Care & Reconstruction Enterprise Limited Membership in other Board Committees: • TIL Limited - Audit Committee • Assets Care & Reconstruction Enterprise Limited - Audit Committee - Risk Management Committee - Corporate Social Responsibility Committee - Committee of Director for Issuance & Allotment Chairmanship in other Board Committees • TIL Limited - Risk Management Committee	Directorships in Listed and Public Companies: • EIH Associated Hotels Ltd. • EIH Limited • Triveni Engineering and Industries Limited Membership in other Board Committees: • EIH Associated Hotels Ltd. - Audit Committee - Stakeholders Relationship Committee - Corporate Social Responsibility Committee • EIH Limited - Audit Committee - Nomination & Remuneration Committee • Triveni Engineering & Industries Limited - Audit Committee

	- Share Transfer & Certificate Committee [Sub-committee of Stakeholders Relationship Committee)	- Stakeholders Relationship Committee - Nomination & Remuneration Committee Chairmanship in other Board Committees • EIH Associated Hotels Ltd. - Nomination & Remuneration Committee
No. of shares held in the Company	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	Not applicable	5 out of 5 during the year 2023 and 1 out of 1 during the year 2024 (till the cessation of his term on April 28, 2024

By order of the Board of Directors

Vesuvius India Limited

Sd/-

Saheb Ali

Company Secretary and Compliance Officer

Membership No. A33361

Date: April 29, 2024

Registered Office:

P-104, Taratala Road, Kolkata 700088