VESUVIUS INDIA LIMITED

Registered Office : P-104 Taratala Road, Kolkata 700 088
CIN No. : L26933WB1991PLC052968
Phone : (033) 30410600 **Fax** : (033) 2401 3976
Email : vesuviusindia@vesuvius.com **Website** : www.vesuviusindia.com

NOTICE OF ANNUAL GENERAL MEETING

To The Members of
Vesuvius India Limited
P-104 Taratala Road
Kolkata 700 088

Notice is hereby given that the twenty-ninth Annual General Meeting of the Members of Vesuvius India Limited will be held on Friday, September 25, 2020 at 2.00 p.m., through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility, the deemed venue of the meeting being at the Registered Office at P-104 Taratala Road, Kolkata 700088, to transact the following Business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of Vesuvius India Limited for the year ended on December 31, 2019, the Reports of the Directors and Auditors thereon and to pass the following resolution as an **Ordinary Resolution :**

   "**RESOLVED** that the Statement of Profit and Loss for the year ended on December 31, 2019, the Balance Sheet as on that date and the Notes and Annexures thereto, the Statement of Cash Flows for the year ended on December 31, 2019, the Statement of Changes in Equity for the year ended on December 31, 2019 and the Reports of Auditors and Directors thereon be and are hereby received and adopted."

2. To declare dividend for the year ended on December 31, 2019 and to pass the following resolution as an **Ordinary Resolution :**

   "**RESOLVED** that pursuant to the recommendation of the Directors, dividend at the rate of Rs 7/- per Equity Share of nominal value Rs 10/- each, out of the current profits of the Company for the year ended on December 31, 2019 on 2,02,96,080 (Two crores, two lakhs ninety six thousand and eighty) Equity Shares of the Company, be and is hereby declared and that the same be paid to those Members whose names appear on the Company's Register of Members and in the Register of Beneficial Owners maintained by the Depositories as on the Record Date which is September 18, 2020."

SPECIAL BUSINESS

3. To appoint Mr Subrata Roy as a Director and Managing Director of the Company and to pass the following resolutions as an **Ordinary Resolution :**

   "**RESOLVED** that Mr Subrata Roy (DIN No. 07046994) who was appointed Managing Director of the Company effective from August 19, 2020 at the Board meeting held on August 19, 2020 and in respect of whom the Company has received from a Member a notice in writing pursuant to the requirements of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director and whose appointment has been recommended by the Nomination and Remuneration Committee, be and is hereby appointed a Director of the Company with effect from August 19, 2020 whose period of office shall be liable to retire by rotation.

   "**RESOLVED FURTHER** that, pursuant to the provisions of Sections 196, 197, Schedule V and other provisions of the Companies Act, 2013 and subject to the approval of the Central Government, if applicable, consent be and is hereby given to the appointment of Mr Subrata Roy (DIN No. 07046994) as Managing Director of the Company for a period of two years effective from August 19, 2020 on remuneration, terms and conditions as set out in the Agreement dated August 19, 2020 executed between the Company of the one part and Mr Subrata Roy of the other part.

   "**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorised to modify, determine and/or revise the terms, remuneration and perquisites of Mr Subrata Roy including his salary, allowances, incentive, bonus, perquisites and benefits from time to time, within the overall ceilings laid down in the aforesaid Agreement dated August 19, 2020 and the Companies Act, 2013 including any statutory modification or re-enactment thereof."

4. To pass the following resolution as an **Ordinary Resolution :**

   “RESOLVED that pursuant to the provisions of sections 152, 160 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereon, Mr Thiago Da Costa Avelar (DIN No. 08697241), in respect of whom the Company has received from a Member a notice in writing pursuant to the requirements of section 160 of the Act proposing his candidature for appointment as a Director and whose appointment has been recommended by the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company with effect from September 25, 2020, who shall be liable to retire by rotation.”

5. To pass the following resolution as an **Ordinary Resolution** :

   “RESOLVED that pursuant to the provisions of sections 152, 160 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereon, Miss Nayantara Palchoudhuri (DIN No. 00581440), in respect of whom the Company has received from a Member a notice in writing pursuant to the requirements of section 160 of the Act proposing her candidature for appointment as a Director and whose appointment has been recommended by the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company with effect from September 25, 2020.”

6. To pass the following resolution as an **Ordinary Resolution :**

   “RESOLVED that pursuant to the provisions of sections 152, 160 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereon, Mr Biswadip Gupta (DIN No. 00048258), in respect of whom the Company has received from a Member a notice in writing pursuant to the requirements of section 160 of the Act proposing his candidature for appointment as a Director and whose appointment has been recommended by the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company with effect from September 25, 2020.”

7. To pass the following resolution as an **Ordinary Resolution :**

   “RESOLVED that pursuant to the provisions of sections 152, 160 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereon, Mr Henry James Knowles (DIN No. 08751453), in respect of whom the Company has received from a Member a notice in writing pursuant to the requirements of section 160 of the Act proposing his candidature for appointment as a Director and whose appointment has been recommended by the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company with effect from September 25, 2020, who shall be liable to retire by rotation.”

8. To pass the following resolution as a **Special Resolution :**

   “RESOLVED that pursuant to the provisions of Section 149, Section 152 and Section 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”), and Rules made thereon, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Miss Nayantara Palchoudhuri (DIN No. 00581440), in respect of whom the Company has received from a Member a notice in writing pursuant to the requirements of Section 160 of the Act proposing her candidature for appointment as a Director and Independent Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company to hold office as an Independent Director for a further term of five consecutive years with effect from September 25, 2020 and not liable to retirement by rotation during this term of appointment.”

9. To pass the following resolution as a **Special Resolution :**

   “RESOLVED that pursuant to the provisions of Section 149, Section 152 and Section 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”), and Rules made thereon, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr Biswadip Gupta (DIN No. 00048258), in respect of whom the Company has received from a Member a notice in writing pursuant to the requirements of Section 160 of the Act proposing his candidature for appointment as a Director and Independent Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company to hold office as an Independent Director for a further term of five consecutive years with effect from September 25, 2020 and not liable to retirement by rotation during this term of appointment.”

NOTICE OF ANNUAL GENERAL MEETING *(Contd.)*

10. To pass the following resolution as an **Ordinary Resolution :**

    "RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereon, M/s Jithendra Kumar & Co, Cost Accountants, (Firm Registration No. 103347), who have been appointed as Cost Auditors of the Company for conducting the Cost Audit of the cost accounting records of the Company be paid a remuneration of Rs 1,00,000 (Rupees one lakh only) plus GST, if applicable, and out of pocket expenses at actuals as may be determined by the Board of Directors of the Company for the financial year ended on December 31, 2020. "

Explanatory Statement : Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under Item Nos. 3 to 10 of the Notice is annexed and forms a part of this Notice.

No Director retiring by rotation : None of the directors will retire by rotation at the ensuing Annual General Meeting ("AGM") and hence no resolution for re-appointment of director retiring by rotation is included in the Notice.

Record Date : Notice is given under section 91 of the Companies Act, 2013 read with regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR)"] that the **Record Date** will be **September 18, 2020** to determine those Members who will be entitled to receive dividend which will be declared at the Annual General Meeting.

Cut Off Date : Notice is also given that the **Cut Off Date** will be **September 18, 2020** to determine the Members entitled to undertake voting electronically on the business and all resolutions set forth in this Notice by remote e-Voting and also by e-Voting on the date of the Annual General Meeting and for attending the Annual General Meeting through VC/OAVM.

Notes to the Notice : The Notes appended to the Notice form a part of this Notice to Members.

Additional Information of Directors : Additional information given at the end of this Notice of Directors seeking appointment or re-appointment at the AGM pursuant to requirements of SEBI (LODR) and Secretarial Standards, forms a part of this Notice to Members.

Proxy : Since this Annual General Meeting is being held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), the facility to appoint proxy to attend and cast vote on AGM day is not available [Circular no 142020 dated 8.4.2020 issued by the Ministry of Corporate Affairs and Circular no SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12.05.2020 issued by Securities and Exchange Board of India]. Accordingly, Proxy Form and attendance slip are not annexed to the Notice of this AGM.

By Order of the Board of Directors
Vesuvius India Limited
Vikram Singh
Company Secretary
(ACS 16381)

Registered Office :
P-104 Taratala Road
Kolkata 700 088
August 19, 2020

Notes forming part of the Notice to Members :

1. **Annual General Meeting through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") :** In view of the outbreak of the COVID-19 pandemic, several restrictions have been imposed by the Government including assembling of persons, maintaining social distancing and movement of persons. The Ministry of Corporate Affairs, Government of India ("MCA") and Securities and Exchange Board of India ("SEBI") have therefore issued several circulars giving directions for holding meetings through VC/OAVM and to send notices, reports and other communication through electronic means. In compliance with these directions of MCA and SEBI, this Annual General Meeting is being conducted through VC/OAVM using the facility offered by National Securities Depository Limited ("NSDL"). The deemed venue for this twenty-ninth AGM shall be the Registered Office of the Company at P-104 Taratala Road, Kolkata 700088. There will not be any physical gathering of Members and Members will attend and participate in the AGM through VC/OAVM only. Therefore road map for the venue of the AGM is not attached to this Notice. The detailed procedure for participating in the Meeting through VC/OAVM is given separately in this Notice.

2. **IMPORTANT DATES FOR MEMBERS**

   ANNUAL GENERAL MEETING : Annual General Meeting will be held through VC/OAVM on **Friday, September 25, 2020 from 2.00 p.m.** The deemed venue for the AGM shall be the Registered Office of the Company at P-104 Taratala Road, Kolkata 700088.

   RECORD DATE : Record Date will be **September 18, 2020** to determine those Members who will be entitled to receive dividend which will be declared at the Annual General Meeting.

   CUT OFF DATE : Cut Off Date will be **September 18, 2020** to determine the Members entitled to undertake voting electronically on the Business and all resolutions set forth in this Notice by remote e-Voting, e-Voting on the AGM day and for attending the AGM through VC/OAVM.

   REMOTE ELECTRONIC VOTING PERIOD will be from **9.00 a.m.** on **September 21, 2020 to 5.00 p.m. on September 24, 2020,** both days inclusive. Remote e-Voting will be blocked after 5.00 p.m. on September 24, 2020.

   ELECTRONIC VOTING FACILITY will also be provided on the date of the Annual General Meeting on September 25, 2020 to those Members who are eligible to vote but who have not cast their votes through remote e-Voting and who attend the Annual General Meeting through VC/OAVM. Electronic Voting on AGM date will be allowed for upto 30 minutes after AGM is declared closed by the Chairman.

3. **DIVIDEND :** Dividend to be declared at this meeting, will, subject to the provisions of section 126 of the Companies Act, 2013, be deposited with the Bank within September 30, 2020 and dividend will be paid within October 7, 2020 to those Members or to their mandates, whose names appear as on the Record Date of September 18, 2020 in the Register of Members maintained by the Company or in the Register of Beneficial Owners furnished by the National Securities Depository Ltd. and Central Depository Services (India) Ltd., for this purpose. Income Tax will be deducted at source from dividend paid, as applicable. Dividend will be paid electronically by credit to the bank accounts of Members as per their Bank Mandates.

4. **BANK ACCOUNT DETAILS :** Regulation 12 and Schedule I of SEBI (LODR) require all companies to use the facilities of electronic clearing services for payment of dividend. Notices have been sent to shareholders to update their Email ID, Bank Mandates and Income Tax PAN. **In compliance with these regulations and SEBI circulars, payment of dividend will be made only by electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars.**

   YOU ARE REQUESTED TO SUBMIT YOUR BANK DETAILS ALONG WITH AN ORIGINAL CANCELLED CHEQUE OR A XEROX COPY OF THE CHEQUE to our Registrars, M/s C B Management Services (P) Ltd to enable them to update our records, in case you hold shares in physical form and to your Depository Participants in respect of shares held by you in dematerialised form.

5. **UNCLAIMED DIVIDEND :** Notices have been sent to all Shareholders concerned on January 31, 2020 informing them that their dividend remains unclaimed and the procedure to obtain payment of these unclaimed dividend. Details of dividend unclaimed by Members for the past years which have not yet been transferred to the Central Government have been uploaded on the Company's website **www.vesuviusindia.com.** Members are encouraged to view the lists and lodge their claim with our Registrars & Share Transfer Agents for dividend which have remained unclaimed.

NOTICE OF ANNUAL GENERAL MEETING *(Contd.)*

6. **TRANSFER OF UNCLAIMED DIVIDEND TO IEPF :** Dividend for the year ended on December 31, 2012 which was declared at the Annual General Meeting held on April 25, 2013 and remaining unclaimed has been transferred to the Investor Education and Protection Fund of the Central Government pursuant to the provisions of sections 124 of the Companies Act, 2013. Reminder letters had been sent to the Shareholders concerned on January 31, 2020.

7. **TRANSFER OF SHARES TO IEPF :**

   a) Shares, in respect of which dividend for the year ended December 31, 2011 has been transferred to the Investor Education and Protection Fund ("IEPF") of the Central Government, have been transferred to IEPF in June, 2019 pursuant to Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("Rules") read with section 124 of the Companies Act, 2013. Details of these shares are available in the Company's website and can be viewed at http://www.vesuviusindia.com/view/viewdividendhistory.aspx

   b) Shares, in respect of which dividend for the year ended December 31, 2012 has also been transferred to the IEPF pursuant to Rule 6 of the Rules read with section 124 of the Companies Act, 2013. Individual notices had been sent by registered post to the Shareholders concerned on February 12, 2020, requesting them to encash their unclaimed dividends failing which the corresponding shares will be transferred to IEPF. An Advertisement had also been published in the newspapers on February 14, 2020. The shares transferred to IEPF are available on the Company's website.

8. **TRANSFER OF SHARES ONLY IN DEMAT MODE :** As per revised regulation 40 of SEBI (LODR), shares will be transferred only in dematerialised mode effective from April 1, 2019 and therefore Shareholders are requested to dematerialize their existing shares held in physical form.

9. **ISIN No :** The shares of the Company are tradable compulsorily in electronic form. **The ISIN number allotted is INE386A01015.** In view of the numerous advantages offered by the depository system and the directives given in regulation 40 of SEBI (LODR), Members are requested to avail of the facility of dematerialization of the Company's shares held by them in physical form.

10. **NOMINATION :** Pursuant to the provisions of section 72 of the Companies Act, 2013, Members, who hold shares in physical form, are informed that they may nominate at any time, in the prescribed manner, a person to whom their shares in the Company shall vest in the event of their death. Nomination Form SH-13 is available on the website of the Company at **www.vesuviusindia.com** under the heading "Investor Information" and "Download Forms". Members holding shares in dematerialized form will have to contact their Depository Participants to register their nomination.

11. **WEBSITE :** The Company's website is **www.vesuviusindia.com** Annual Reports of the Company, unclaimed dividend list, shares transferred to IEPF, standard downloadable forms and other Shareholder Communication are made available on the Company's website.

12. **COMMUNICATION :** All Shareholder communication including notices, Annual Reports, quarterly unaudited financial results, etc., will be sent to the email addresses of Members registered with the Company and the Depository Participants. The Notice of the Annual General Meeting is being sent by electronic mode to those Members whose email addresses are registered with the Company and the Depository Participants. This year as per directive of MCA and SEBI physical copy of Annual Report and Notice of AGM will not be sent. These documents will also be made available on the Company's website **www.vesuviusindia.com** and will be open for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 4.00 pm on all working days upto the date of the Annual General Meeting.

13. **CORPORATE REPRESENTATION :** A Corporate Member shall be deemed to be personally present only if it is represented in accordance with Section 113 of the Companies Act, 2013 i.e. only if the Corporate Member sends to the Scrutiniser, NSDL and the Company, a certified true copy of the resolution passed by the Board of Directors of the Corporate Entity or a Power of Attorney authorizing the Representative to attend and e-Vote on the day of AGM on behalf of the Corporate Member.

14. **REGISTRARS :** Members are requested to contact **M/s C B Management Services (P) Ltd, Registrars and Share Transfer Agents of the Company at P-22, Bondel Road, Kolkata 700 019 (Phone No 033-40116700; Email : rta@cbmsl.com)** for recording any change of address, **bank mandate, NECS, registration of Email ID**, share transmission or nominations regarding shares held by them in physical form and for redressal of complaints or contact the Company Secretary, at the Registered Office or by email at vesuviusindia@vesuvius.com.

15. INSTRUCTIONS FOR ELECTRONIC VOTING

In compliance with section 108 of the Companies Act, 2013 (“Act”) read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended (“Rules”) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR)”] and all other applicable sections, rules and regulations, and the recent circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India, the Members holding shares either in physical form or in dematerialised form as on the **CUT OFF DATE** are provided with the facility for voting by electronic means and the business and all resolutions set forth in this Notice may be transacted through such voting electronically through the e-Voting services provided by **National Securities Depository Limited (“NSDL”)** as more fully specified below :

I. **REMOTE ELECTRONIC VOTING :** Members holding shares either in physical form or in dematerialised form whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **CUT OFF DATE which is September 18, 2020** will be entitled to electronically vote on the business and all resolutions set forth in this Notice during the **REMOTE E-VOTING PERIOD which is from 9.00 a.m. on September 18, 2020 upto 5.00 p.m. on September 24, 2020, both days inclusive.** Remote e-Voting shall not be allowed beyond 5.00 p.m. on September 24, 2020 and remote e-Voting facility will be blocked after 5.00 p.m. on September 24, 2020. Members who have cast their vote by remote e-Voting prior to the date of the Annual General Meeting may also attend the meeting through VC/OAVM, but shall not be entitled to cast their vote again.

INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER :

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories) :

i. Open the e-mail and also open PDF file namely “Vesuvius e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-Voting. Please note that the password is an initial password.

ii. Open the web browser by typing the following URL: **https://www.evoting.nsdl.com/**

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 then proceed to item (viii) below to cast your vote electronically.

iii. Click on **Shareholder - Login**.

iv. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.

a) For Members holding demat account with NSDL, their User ID will be the 8 character DP ID followed by the 8 digit Client ID;

b) For Members holding demat account with CDSL, their User ID will be the 16 digit Beneficiary ID;

v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.

vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both.

vii. If a Member has forgotten his password :

a. he can reset his password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the toll free Telephone no. **1800-222-990**

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

NOTICE OF ANNUAL GENERAL MEETING *(Contd.)*

viii. Once the e-Voting home page opens, click on **e-Voting** and then click on **Active Voting Cycles**.

ix. Select **"EVEN"** (E-Voting Event Number) of **Vesuvius India Limited**. Now you are ready for e-Voting as Cast Vote page opens.

x. Cast your vote by selecting appropriate option and click on **"Submit"** and also **"Confirm"** when prompted.

xi. Upon confirmation, the message **"Vote cast successfully"** will be displayed.

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

xiii. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently or cast the vote again.

xiv. Mr Anjan Kumar Roy, Proprietor of Anjan Kumar Roy & Co, Practising Company Secretaries (Membership No. F5684 and C.P. No 4557) of GR-1, Gouri Bhaban, 28A, Gurupada Halder Road, Kolkata 700026 Phone : 9830201949; (033) 24750112 Email : akroyco@yahoo.co.in and anjanroy_2003@yahoo.co.in) has been appointed as the Scrutiniser to scrutinise the e-Voting process in a fair and transparent manner and to give his report to the Chairman.

xv. 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote and attend the VC/OAVM, to the Scrutinizer through e-mail with a copy marked to **evoting@nsdl.co.in**.

xvi. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) – for members and e-Voting user manual for members available at the downloads sections of **https://www.evoting.nsdl.com** or contact NSDL at the **toll free Telephone no. 1800-222-990** or by email **evoting@nsdl.co.in.** You may also send your queries/ grievances relating to e-Voting to Mr. Rana Roy Choudhury, M/s. CB Management Services (P) Ltd. Tel. No. (033) 40116724, e-mail: **ranarc@cbmsl.co**

B. For Members whose email addresses are not registered with the Company/Depositories:

i. You may contact NSDL (at the **toll free Telephone no. 1800-222-990** or by email **evoting@nsdl.co.in**) or the Registrars (Mr. Rana Roy Choudhury, M/s. CB Management Services (P) Ltd. Tel. No. (033) 40116724) to obtain EVEN (E-Voting Event Number), user ID and password.

ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xvi) above, in case you like to cast your vote through Remote e-Voting.

iii. **MEMBERS ARE REQUESTED TO UPDATE THEIR EMAIL ID AND BANK MANDATE WITH THEIR DEPOSITORIES** (if shares are held in demat mode) **OR WITH THE REGISTRARS** (if shares are held in physical mode)

II. ELECTRONIC VOTING ON DATE OF ANNUAL GENERAL MEETING : Members holding shares either in physical form or in dematerialised form whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **CUT OFF DATE which is September 18, 2020** and who have not cast their votes electronically through remote e-Voting, will be entitled to vote on the business and all resolutions set forth in this Notice on the date of the Annual General Meeting (**"AGM"**). E-Voting at the AGM venue will commence after the Chairman explains the procedure for e-Voting to be followed and formally announces the commencement of e-Voting on the AGM day. E-Voting will be allowed upto 30 minutes after the Chairman concludes the meeting and declares the AGM closed. Members who have cast their vote by remote e-Voting prior to the Annual General Meeting may attend the meeting but shall not be entitled to cast their vote again.

III. MANNER IN WHICH PERSONS WHO HAVE ACQUIRED SHARES AND BECOME MEMBERS OF THE COMPANY AFTER THE DESPATCH OF NOTICE MAY OBTAIN THE LOGIN ID AND PASSWORD TO ENABLE THEM TO CONDUCT REMOTE E-VOTING OR VOTING AT VENUE OF THE ANNUAL GENERAL MEETING

Persons who have acquired shares after the despatch of this Notice and are Members of the Company as on the Cut Off Date, may obtain the login ID and password by sending a request to NSDL by email at evoting@nsdl.co.in or to the Share Registrars by post or by email. However, Members already registered with NSDL for remote e-Voting can use their existing user ID and passwords for casting their votes electronically. If a Member has forgotten his password, he can reset his password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the toll free Telephone no. **1800-222-990**.

PLEASE NOTE THAT

- Login to NSDL’s e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through ‘Forgot User Details/Password’ option available on the website to reset the same.
- Your existing user ID and password with NSDL can be used by you exclusively for e-Voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

16. INSTRUCTIONS FOR ATTENDING ANNUAL GENERAL MEETING THROUGH VIDEO CONFERENCE /OTHER AUDIO VISUAL MEANS ARE AS UNDER :

(i) The Annual General Meeting (**“AGM”**) will be held on **Friday, September 25, 2020** and will **commence from 2.00 p.m.** and will continue until the Chairman concludes the meeting and declares the AGM closed. The Members can join the AGM through Video Conferencing (“VC”) or Other Audio Visual Mode (“OAVM”) 15 minutes before and upto 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available on first-come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutniser etc. who are allowed to attend the AGM without the first-come-first-served basis restriction.

(ii) Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

(iii) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at **https://www.evoting.nsdl.com** under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.

(iv) Members are encouraged to join the Meeting through Laptops for better experience.

(v) Members are requested to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

(vi) **Registration as Speaker :** Members who would like to express their views/ask questions during the AGM should register themselves as a Speaker. They should send their request mentioning their name, demat account number/ folio number, email ID and mobile number to the Company’s email **vesuviusagm2020@gmail.com latest by 4.00 p.m. (IST) on Wednesday, September 23, 2020.**

(vii) **Sending Questions in Advance :** Members may send their questions in advance mentioning their name, demat account number/folio number, email ID and mobile number and number of shares held to the Company’s email **vesuviusagm2020@gmail.com latest by 4.00 p.m. (IST) on Wednesday, September 23, 2020.** The Chairman will respond to these questions during the AGM.

(viii) Those shareholders who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the meeting.

(ix) A sequence of Speakers will be made and Chairman will invite the Speakers serially according to this sequence. When a pre-registered Speaker is invited to speak at the meeting but he / she does not respond, the next Speaker will be invited to speak. Accordingly, all Speakers are requested to get connected to a device with a video / camera along with good internet speed.

NOTICE OF ANNUAL GENERAL MEETING *(Contd.)*

(x) Members who need assistance before or during the AGM, can contact NSDL at evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager-NSDL at amitv@nsdl.co.in / 022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in/ 022-24994545.

17. Other Information :

a) The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company held by them as on the Cut Off Date.

b) Only those who are Members of the Company as on the Cut Off date will be entitled to vote through remote e-Voting or e-Voting on the date of the AGM. A person who is not a Member of the Company as on the Cut Off Date but has received a copy of the Notice should treat the Notice for information only.

c) Since this will be a meeting through VC/OAVM, proxies and physical attendance are not permitted. Attendance to the AGM shall be only through VC/OAVM.

d) This Notice convening the AGM is displayed on the website of the Company **www.vesuviusindia.com** and the website of NSDL, **www.nsdl.com** In compliance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, physical copies of the Notice or Annual Report etc have not been sent to the Members.

e) The Scrutiniser 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 Managing Director, who shall then declare the results of e-Voting.

f) The results of the e-Voting declared along with Scrutiniser's Report will be available on the website of the Company, **www.vesuviusindia.com**, and the website of NSDL, **www.nsdl.com** within two days of receiving the Scrutiniser's Report and communication of the same to the Stock Exchanges and will also be displayed on the notice board at the registered office of the Company.

g) The resolutions, if passed by a requisite majority, shall be deemed to be passed on the date of the Annual General Meeting.

h) Documents pertaining to all the items of business to be transacted at the Annual General Meeting are open for inspection at the Registered Office of the Company during 11.00 a.m. to 4.00 p.m. on all working days upto and including the date of the Annual General Meeting.

By Order of the Board of Directors
Vesuvius India Limited
Vikram Singh
Company Secretary
(ACS 16381)

Registered Office :
P-104 Taratala Road
Kolkata 700 088
August 19, 2020

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND FORMING A PART OF THIS NOTICE

ITEM 3 : Appointment of Mr Subrata Roy as Managing Director

With the sudden demise of Mr Ritesh Dungarwal, Managing Director of the Company, in the morning of August 19, 2020, his office as Director and Managing Director ceased from that day. The Nomination & Remuneration Committee and the Board of Directors had immediately convened a meeting on the same day, i.e. August 19, 2020, and after discussion appointed Mr Subrata Roy (DIN No. 07046994) as Managing Director of the Company effective from August 19, 2020 to ensure continuity of supervision and operation. This appointment was made subject to the approval of the Members at the ensuing Annual General Meeting and will be for a period of two years effective from August 19, 2020. Mr Subrata Roy's appointment will be liable to retire by rotation.

Mr Subrata Roy, aged 54 years, is a Mechanical Engineer from Jadavpur University, Kolkata, and worked with Bharat Heavy Electricals Ltd. for five years prior to joining Vesuvius India in September, 1993. Over the last two and half decades, Mr Roy has had numerous roles within the Company. He was the Managing Director from January 1, 2015 to December 31, 2018 and thereafter Operations Director for the Company. He was the Chief Executive - Operations for two and half years immediately before being appointed on January 1, 2015 as the Managing Director. Earlier, he held the responsibilities of Engineering Manager of the Kolkata Plant, Slidegates Business Manager for Asia Pacific and then General Manager - Flow Control Business. He was an integral part of the team that set up the Company's first factory at Kolkata and he had also supervised the construction of the Company's second factory at Visakhapatnam and expansions at the Kolkata and Visakhapatnam plants. Mr Roy brings with him rich experience and knowledge in engineering, manufacturing, technology, commercial activities and business strategy through his extensive interactions in India and with the Vesuvius Group.

Mr Roy is Member of the Corporate Social Responsibility Committee, Risk Management Committee and Share Transfer & Stakeholders Grievance & Relationship Committee of the Company and is not a member of any other committees in India or abroad. He is a Director of VESV Distribution Private Limited and Indian Refractory Makers Association. Mr Roy does not hold any shares of the Company and is not related to any Promoter, Director or Key Managerial Personnel of the Company or their relatives.

An Agreement dated August 19, 2020 has been executed between the Company and Mr Subrata Roy setting out the terms and remuneration payable to him, subject to the limit prescribed in section 197 read with Schedule V of the Companies Act, 2013, and his remuneration is summarised as follows -

Items	**Remuneration**
Period of employment	From August 19, 2020 to August 18, 2022
Basic Salary	Rs 40,93,080 per annum or such sum not exceeding Rs 60,00,000 per annum as may be determined by the Board.
House Rent and other Allowances	Rs 61,39,620 per annum or such sum not exceeding Rs 90,00,000 per annum as may be determined by the Board.
Management Bonus and Incentive	As per Rules of the Company applicable to Whole-time Directors. Presently Annual Incentive Plan Rs 15,34,905 and Mid Term Incentive Plan Rs 15,34,905
Benefits & Perquisites	Rs 12,20,130 per annum or such sum not exceeding Rs 20,00,000 per annum as may be determined by the Board.
Commission on Profits	Mr Subrata Roy will not be entitled to commission on net profits
Retiral Funds	Provident Fund, Gratuity and Superannuation as per Rules of the Company

Contribution to Provident Fund, Gratuity Fund and Superannuation Fund and encashment of leave at the end of the tenure will not be considered or included for the computation of ceiling on remuneration, perquisites and benefits. Mr Roy will not be entitled to any compensation for loss of office under section 202 of the Companies Act, 2013.

The total remuneration payable to Mr Roy will be within the overall limits prescribed in section 197 read with Schedule V of the Companies Act, 2013, as amended from time to time. However, if during the currency of his tenure, the Company has no profits or its profits are inadequate in any financial year, Mr Roy shall be entitled, subject to the approval of the

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND FORMING A PART OF THIS NOTICE *(Contd.)*

Central Government, if required, to the same remuneration by way of basic salary, house rent and other allowances, bonus, incentive, perquisites and benefits as may be approved by the Board from time to time and within the overall limits specified above. The appointment may be terminated by either party giving to the other three months' notice in writing or such shorter period as may be decided by the Board.

The Agreement dated August 19, 2020 sets out the mutual rights and obligations of the Company and Mr Subrata Roy. A copy of the Agreement will be available for inspection of Members at the Registered Office of the Company between 11.00 a.m. and 4.00 pm on all working days upto and including the date of the Annual General Meeting.

A notice in writing pursuant to the requirements of Section 160 of the Companies Act, 2013 has been received by the Company from a Member recommending the appointment of Mr Subrata Roy as a Director of the Company.

The Nomination and Remuneration Committee as well as the Board of Directors recommend the appointment of Mr Subrata Roy (DIN No. 07046994) as Director and Managing Director of the Company. The Board is of the opinion that Mr Subrata Roy has rich experience and knowledge in engineering, manufacturing, technology and commercial activities, and a person of high integrity and he fulfils the criteria specified in the Companies Act, 2013 read with the rules made thereunder and also with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as a Director and Managing Director of the Company.

None of the Promoters, Directors, Key Managerial Personnel or their relatives is concerned or interested in the resolutions.

Additional information in respect of his appointment pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards which has been given below forms a part of this Notice.

ITEM 4 : Appointment of Mr Thiago Da Costa Avelar as Director

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on February 21, 2020 has appointed Mr Thiago Da Costa Avelar (DIN No. 08697241), a Director of the Company effective from February 21, 2020 in the casual vacancy caused by the resignation of Mr Jan Roel van der Sluis (DIN No. 08276227). Mr Avelar ceases to be a Director of the Company at the ensuing Annual General Meeting and it is proposed to appoint him a Director of the Company for which this resolution has been proposed in the Notice.

Mr Thiago Da Costa Avelar is the President-Advanced Refractories of the Vesuvius Group and had joined the Group in 2019. Mr. Avelar is from Brazil and an Engineer by qualification with relevant experience in the steel industry with deep knowledge of refractory product application with customer value-in-use proposal on sound business plans, such as, product specification, price management, promotional activity and availability, direction and support provision to client projects (technical support). He possesses broad experience in project management and collaboration skills, with the ability to bridge cultural and conceptual differences allowing the establishment of a true partnership with key stakeholders, identifying and sizing business innovation opportunities.

Mr Avelar is not a Director of any other company in India. He is a member of the Audit Committee of the Company and is not a member of any other Committee in India. He does not hold any shares of the Company. He is Director of two companies abroad namely Vesuvius (V.E.A.R.) S.A and Vesuvius Refractarios de Chile SA. He is not related to any Promoter, Director or Key Managerial Personnel of the Company or their relatives.

The Nomination and Remuneration Committee as well as the Board of Directors recommends the appointment of Mr Thiago Da Costa Avelar (DIN No. 08697241), as a Director of the Company. His appointment will be liable to retire by rotation.

None of the Promoters, Directors, Key Managerial Personnel or their relatives is concerned or interested in the resolution.

Additional information in respect of his appointment pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards which has been given below forms a part of this Notice.

ITEM Nos 5 & 8 : Appointment of Miss Nayantara Palchoudhuri as Director and Re-Appointment as Independent Director

At the Extra Ordinary General Meeting held on March 27, 2015, Miss Nayantara Palchoudhuri (DIN No. 00581440) had been appointed an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 (“Act”) for a period of five consecutive years with effect from March 27, 2015. Her appointment complied with the requirement of having a Woman Director on the Board of Directors of the Company. Her term of office as Independent Director had ceased on March 26, 2020.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, have appointed Miss Nayantara Palchoudhuri as an Additional Director effective from March 27, 2020 and her term as Additional Director will cease at the ensuing Annual General Meeting. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, is recommending her re-appointment as a Director and as an Independent Director of the Company for a further period of five consecutive years with effect from the date of the Annual General Meeting and during this term her period of office as an Independent Director shall not be liable to retirement by rotation. Her appointment as a Director will need an Ordinary Resolution and her re-appointment as Independent Director will need a Special Resolution.

A notice in writing pursuant to the requirements of Section 160 of the Companies Act, 2013 has been received by the Company from a Member recommending the re-appointment of Miss Nayantara Palchoudhuri as a Director and Independent Director of the Company.

Miss Nayantara Palchoudhuri is a fourth generation Tea Planter with more than 25 years experience in the operations and management of the tea estates in North Bengal. She is a B.A. (Hons) in Political Science from University of Jadavpur with a First Class First and was awarded the University Gold Medal and the National Scholarship; an M.A. in Development Studies from the School of Oriental and African Studies –SOAS-(University of London) and M.Phil (Research Degree) from the London School of Economics & Political Science (LSE) where she was awarded the Metcalfe Scholarship. She served as a Member of the Senate of University of Calcutta. She is presently serving as the Honorary Consul for Norway in the Eastern Region looking after their trade development and consular matters and also Vice Chairperson of India Tea Association, Vice Chairperson (Additional) and Council Member of Tea Research Association, Member of National Tea Committee and Chairperson of the West Bengal Regional Committee of the Indian Tea Association..

She is a Whole-time Director of Washabarie Tea Co Pvt Ltd and also a Director of the companies mentioned in the Additional Information at the end of this Notice and a Partner of Mohurgong & Gulma Tea Estates. She is a Member of the following Committees of companies in India :

Name of Company	Committee Name	Nature of Membership
Rossel India Limited	1. Nomination and Remuneration Committee	Chairperson
	2. Audit Committee	Member
	3. Shareholder Relationship Committee	Member
Ludlow Jute & Specialties Ltd	1. Audit Committee	Member
	2. Corporate Social Responsibility Committee	Member
	3. Shareholder Relationship Committee	Member
JSW Bengal Steel Limited	1. Audit Committee	Member
	2. Nomination and Remuneration Committee	Member
	3. Finance Committee	Member
Amba River Coke Limited	1. Audit Committee	Member
	2. Nomination and Remuneration Committee	Member
Tide Water Oil Co (India) Ltd	Corporate Social Responsibility Committee	Chairperson
Vesuvius India Limited	1. Audit Committee	Member
	2. Corporate Social Responsibility Committee	Member
	3. Nomination & Remuneration Committee	Member
	4. Share Transfer and Stakeholders Grievance & Relationship Committee	Member
	5. Risk Management Committee	Member

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND FORMING A PART OF THIS NOTICE *(Contd.)*

She is the Past and First Lady President of the 125 year old Bengal National Chamber of Commerce and Industry (BNCCI) and Past President of Indo British Scholars Association. She is associated with several social Associations and has held several responsibilities including as first Lady District Governor of Rotary International (District 3291), Member of the Advisory Committee of the Indian Council for Cultural Relations, Kolkata (ICCR), International Vice-Chair of the London School of Economics Alumni Association, and State Co-Convenor of Indian National Trust for Art and Cultural Heritage (INTACH) - the leading heritage conservation organisation in the country.

Miss Palchoudhuri does not hold any shares of the Company, nor is she related to any Promoter or Director or Key Managerial Personnel of the Company or their relatives and has confirmed that she complies with all the requirements and criteria making her eligible to be re-appointed as an Independent Director.

The Nomination and Remuneration Committee as well as the Board of Directors recommends the appointment of Miss Nayantara Palchoudhuri as Director and also her re-appointment as an Independent Director of the Company for a second term. Her re-appointment as Independent Director is required to be passed as a Special Resolution. Miss Nayantara Palchoudhuri has registered in the Independent Director's Databank of the Indian Institute of Corporate Affairs. The Board is of the opinion that Miss Nayantara Palchoudhuri is a person of high integrity, has relevant expertise and experience to hold the office of an Independent Director of the Company and she fulfils the criteria specified in the Companies Act, 2013 read with the rules made thereunder and also with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her re-appointment as an Independent Director of the Company.

None of the Promoters, Directors, Key Managerial Personnel or their relatives is concerned or interested in the resolutions.

Additional information in respect of her re-appointment pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards which has been given below forms a part of this Notice.

ITEM Nos 6 & 9 : Appointment of Mr Biswadip Gupta as Director and Re-Appointment as Independent Director

At the Annual General Meeting held on May 7, 2015, Mr Biswadip Gupta (DIN No. 00048258) was appointed an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act") for a period of five consecutive years with effect from May 7, 2015. His term of office as an Independent Director has ceased on May 6, 2020.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, have appointed Mr Biswadip Gupta as an Additional Director effective from May 7, 2020 and his term as Additional Director will also cease at the ensuing Annual General Meeting. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, are recommending the re-appointment of Mr Biswadip Gupta as a Director and an Independent Director of the Company for a further period of five consecutive years with effect from the date of this Annual General Meeting and during this term his period of office as an Independent Director shall not be liable to retirement by rotation. His appointment as a Director will need an Ordinary Resolution and his re-appointment as Independent Director will need a Special Resolution.

A notice in writing pursuant to the requirements of Section 160 of the Companies Act, 2013 has been received by the Company from a Member recommending the re-appointment of Mr Biswadip Gupta as a Director and an Independent Director of the Company.

Mr Biswadip Gupta, aged about 69 years, is a BE(Metallurgy) and MBA and has about 47 years experience in the steel and refractory industry. He has received extensive training worldwide in the refractory making industry during his 20 years association with the Vesuvius Group, UK, before being associated with Vesuvius India. Since 1979 he was the Consultant Director, Indian Operations of Vesuvius Corporation SA, Switzerland. Mr Gupta had joined the Company as a Director in 1991 and was the Managing Director from 1992 upto April 17, 2007 and thereafter continued as a non-executive Director. He became Chairman from July, 2013. He had been instrumental in setting up of the Indian operations.

Mr Gupta was formerly President of Bengal Club Limited and President of Bengal Chamber of Commerce and Industry. He was Deputy Chairman of the Indian Refractory Makers Association and Chairman of CII (Eastern Region). He is presently a Director of the companies mentioned in the Additional Information at the end of this Notice, and Director of JSW Shakti Foundation. He is a member of the following Committees of companies in India:

Name of the Company	Name of Committee	Nature of Membership
JSW Bengal Steel Ltd	1. Audit Committee	Member
	2. Project Review Committee	Member
	3. Nomination & Remuneration Committee	Member
	4. Project Review Committee	Member
JSW Cement Limited	Project Review Committee	Member
Vesuvius India Limited	1. Audit Committee	Chairman
	2. Corporate Social Responsibility	Chairman
	3. Nomination & Remuneration Committee	Member
	4. Share Transfer and Stakeholders Grievance & Relationship Committee	Chairman
	5. Risk Management Committee	Chairman

Mr Biswadip Gupta holds 3,749 shares in the Company. He is not related to any Promoter or Director or Key Managerial Personnel of the Company or their relatives and complies with all the requirements and criteria making him eligible to be re-appointed as a Director and an Independent Director.

The Nomination and Remuneration Committee as well as the Board of Directors recommends the re-appointment of Mr Biswadip Gupta as a Director and an Independent Director of the Company for a second term. Mr Biswadip Gupta has registered in the Independent Director's Databank of the Indian Institute of Corporate Affairs. The Board is of the opinion that Mr Biswadip Gupta is a person of high integrity and has immense knowledge in the field of refractories and steel industry, has relevant expertise and experience to hold the office of an Independent Director of the Company and he fulfils the criteria specified in the Companies Act, 2013 read with the rules made thereunder and also with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as a Director and an Independent Director of the Company.

None of the Promoters, Directors, Key Managerial Personnel or their relatives is concerned or interested in the resolutions.

Additional information in respect of his re-appointment pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards which has been given below forms a part of this Notice.

ITEM 7 : Appointment of Mr Henry James Knowles as Director

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on June 3, 2020 has appointed Mr Henry James Knowles (DIN No. 08751453), a Director of the Company effective from June 3, 2020 in the casual vacancy caused by the resignation of Mr Tanmay Kumar Ganguly (DIN No. 01272338). Mr Knowles ceases to be a Director of the Company at the ensuing Annual General Meeting and it is proposed to appoint him a Director of the Company for which this resolution has been proposed in the Notice.

Mr Henry James Knowles is General Counsel and Company Secretary of Vesuvius plc, the ultimate holding company, and had joined the Group in September 2013. Mr. Knowles is from England and has more than 25 years experience as a corporate lawyer working with public listed companies. He trained in London and practiced in London and Tokyo.

Mr Knowles is not a Director of any other company in India. He is a member of the Corporate Social Responsibility Committee, Risk Management Committee and Share Transfer and Stakeholders Grievance & Relationship Committee of the Company and is not a member of any other Committee in India. He does not hold any shares of the Company. He is a Director of 37 companies abroad, a list of which has been given in the Additional Information at the end of this Notice. He is not related to any Promoter, Director or Key Managerial Personnel of the Company or their relatives.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND FORMING A PART OF THIS NOTICE *(Contd.)*

The Nomination and Remuneration Committee as well as the Board of Directors recommends the appointment of Mr Henry James Knowles (DIN No. 08751453), as a Director of the Company. His appointment will be liable to retire by rotation.

None of the Promoters, Directors, Key Managerial Personnel or their relatives is concerned or interested in the resolution.

Additional information in respect of his appointment pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards which has been given below forms a part of this Notice.

ITEM No 10 : Approval of remuneration of Cost Auditors

The Board of Directors on the recommendation of the Audit Committee, at their meeting held on February 21, 2020 have re-appointed M/s Jithendra Kumar & Co, Cost Accountants, of Vijaywada (Firm registration no. 103347) as Cost Auditors of the Company for the financial year ended on December 31, 2020. The remuneration of the Cost Auditors had been fixed at Rs 100,000 plus GST, if applicable, and out of pocket expenses at actuals.

Section 148 of the Companies Act, 2013 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 this resolution is proposed to be passed by the Members.

The consent letter of M/s Jithendra Kumar & Co, Cost Accountants, will be available for inspection of Members at the Registered Office of the Company between 11.00 a.m. and 4.00 p.m. on all working days upto and including the date of the Annual General Meeting.

The Board of Directors recommends the resolution be passed.

None of the Promoters, Directors, Key Managerial Personnel or their relatives is concerned or interested in the resolution.

By Order of the Board of Directors
Vesuvius India Limited
Vikram Singh
Company Secretary
(ACS 16381)

Registered Office :
P-104 Taratala Road
Kolkata 700 088
August 19, 2020

Additional Information of Directors seeking appointment or re-appointment at the forthcoming Annual General Meeting as mentioned in Item Nos 3 to 9 of this Notice

[in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards]

Name of Director	Mr Subrata Roy	Mr Thiago Da Costa Avelar	Miss Nayantara Palchoudhuri	Mr Biswadip Gupta	Mr Henry James Knowles
Item No. of the Notice	3	4	5 & 8	6 & 9	7
DIN Number	07046994	0008697241	00581440	00048258	08751453
Age (in years)	54	39	58	69	51
Qualification	Engineer	Engineer	MA, M Phil	Engineer	Company Secretary & Law
Date of first Board appointment	19.08.2020	21.02.2020	27.03.2015	07.09.1991	03.06.2020
Expertise in specific functional areas	Engineering, Business Strategy, Operations, Marketing	Refractory Business, Marketing	Business Strategy, Human Resources, CSR	Refractory Business, Finance	Legal, Company Secretarial, Corporate Governance
Remuneration last drawn as Director	Nil	Nil	Rs 16,40,000	Rs 19,40,000	Nil
Shares held in the Company	Nil	Nil	Nil	3,749	Nil
Relationship with other Directors in the Company	None	None	None	None	None
Directorship held in other Companies - In India	Indian Refractory Makers Association & VESV Distribution Private Ltd	Nil	Washabarie Tea Co Pvt Ltd, West Bengal Tea Development Corporation Ltd, Rossell India Ltd, Ludlow Jute & Specialities Ltd, JSW Bengal Steel Ltd, Amba River Coke Ltd, Tide Water Oil Co (India) Ltd, Nicco Parks & Resorts Ltd, Titagarh Wagons Ltd	DESCON Ltd, Dishergarh Infrastructure Development Pvt Ltd, Gourangdih Coal Limited, JSW Bengal Steel Ltd, JSW Energy (Bengal) Ltd, JSW Natural Resources Bengal Limited, JSW Natural Resources India Limited, JSW Jharkhand Steel Ltd, JSW Cement Ltd	Nil
Directorship held in other Companies -Abroad	Nil	Vesuvius (V.E.A.R.) S.A & Vesuvius Refractarios de Chile SA	Nil	Nil	Brazil 1 Ltd, Foseco (GB) Ltd, Foseco (Jersey) Ltd, Foseco (MRL) Ltd, Foseco (RUL) Ltd, Foseco Holding (Europe) Ltd, Foseco Holding BV, Foseco Holding International Ltd, Foseco Holding Ltd, Foseco International Ltd, Foseco Ltd, Foseco Pension Fund Trustee Ltd, Foseco Steel (Holdings) China Ltd, Foseco Technology Ltd, Foseco Transnational Ltd, Mainsail Insurance Company Ltd, Minerals Separation Ltd, Newshelf 480 Proprietary Ltd, Tamworth UK Ltd, Unicorn Industries Ltd, Vesuvius Ceramics Ltd, Vesuvius China Ltd, Vesuvius Financial 1 Ltd, Vesuvius Holding France SAS, Vesuvius Holdings Ltd, Vesuvius Investments Ltd, Vesuvius Life Plan Trustee Ltd, Vesuvius Management Ltd, Vesuvius Minerals Ltd, Vesuvius Overseas Investments Ltd, Vesuvius Overseas Ltd, Vesuvius Pigments (Holdings) Ltd, Vesuvius UK Ltd, Vesuvius VA Ltd, Vesuvius Zyalons Holdings Ltd, Wilkes-Lucas Ltd

Registered Office :

P-104 Taratala Road
Kolkata 700 088

August 19, 2020

By Order of the Board of Directors
Vesuvius India Limited
Vikram Singh
Company Secretary
(ACS 16381)