VESUVIUS INDIA LIMITED

Registered Office : P-104 Taratala Road, Kolkata 700 088
CIN : L26933WB1991PLC052968
Phone : (033) 6109 0500 **Fax** : (033) 2401 3976
Email : vesuviusindia@vesuvius.com **Website** : www.vesuviusindia.in

NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty First (31st) Annual General Meeting of the Members of Vesuvius India Limited will be held on Friday, May 6, 2022, at 1:30 P.M. (IST), through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") facility, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on December 31, 2021, the Reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

   "**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended on December 31, 2021 and the Reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted."

2. To declare dividend on Equity Shares of the Company for the financial year ended on December 31, 2021 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the recommendation of the Board of Directors, dividend at the rate of Rs. 8/- (Rupees Eight only) per Equity Share of Rs. 10/- (Rupees Ten) each fully paid-up of the Company, be and is hereby declared out of the profits of the Company for the financial year ended December 31, 2021 on 2,02,96,080 (Two crores two lakhs ninety-six thousand and eighty) Equity Shares of the Company."

3. To reappoint Mr Henry James Knowles as a Director of the Company, who retires by rotation and being eligible, offers himself for reappointment and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** Mr Henry James Knowles (DIN: 08751453), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and under Article 101 of the Company's Articles of Association, be and is hereby reappointed as a Director of the Company."

4. To appoint the Statutory Auditors of the Company and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Messrs Price Waterhouse Chartered Accountants LLP, Chartered Accountants, of Plot No 56 & 57, Block-DN, Sector-V, Salt Lake, Kolkata 700091, West Bengal, (Firm's Registration no. 012754N/N500016) be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty Sixth (36th) Annual General Meeting of the Company, at such remuneration (plus taxes, as applicable and reimbursement of out-of-pocket expenses, if any,) and on terms and conditions as may be fixed by the Board of Directors of the Company, based on the recommendations of the Audit Committee."

SPECIAL BUSINESS:

5. To appoint Mr Pascal Genest as a Director of the Company and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company, Mr Pascal Genest (DIN: 09473571) who was appointed as an Additional Director, under the category of Non-Executive Non Independent Director of the Company under Section 161 of the Act with effect from

February 24, 2022 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of director of the Company, be and is hereby appointed as a Non-Executive Non Independent Director of the Company with effect from May 6, 2022, who shall be liable to retire by rotation."

6. To ratify the remuneration of Cost Auditors of the Company for the financial year ending on December 31, 2022 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration as approved by the Board of Directors on the recommendation of the Audit Committee and set out in the Statement annexed to the Notice, to be paid to M/s Gondesi & Co, Cost Accountants, (Firm Registration No. 002027), who have been appointed as the Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending on December 31, 2022, be and is hereby ratified.

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

Place: Kolkata
February 24, 2022

Registered Office :
P-104 Taratala Road
Kolkata 700 088

By Order of the Board of Directors
Vesuvius India Limited

Vikram Singh
Company Secretary and Compliance Officer
Membership No. A16381

Notes forming part of the Notice to Members :

A. General Instructions:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, as amended, (**the "Act**") and Secretarial Standard on General Meetings (Revised) – 2 (**the "SS-2**"), relating to Special Businesses to be transacted at the Meeting which the Board of Directors have considered and decided to include as Special Business and which are unavoidable in nature, are annexed hereto. The said Statements also contain 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 the requirements of SS-2 and Regulation 36 of the SEBI LODR, in respect of the directors seeking appointment / re-appointment form part of this Notice convening the 31st Annual General Meeting (AGM) of the Company (**the "Notice**").

2. **AGM through Video Conferencing/Other Audio-Visual Means:** In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide it's General Circular No. 21/2021 dated December 14, 2021(in continuation of its earlier General Circular Nos. 20/2020, 02/2021 and19/2021 dated May 05, 2020; January 13, 2021 and December 8, 2021, respectively) [collectively referred to as "MCA Circulars"] has allowed the companies who propose to organize AGMs in 2022 for the financial year ended/ending any time before/on March 31, 2022 through VC/OAVM, without the physical presence of the Members at a common venue as per the respective due dates by June 30, 2022. In compliance with MCA Circulars and provisions of the Act, the AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members. The deemed venue for this AGM shall be the Registered Office of the Company at P-104 Taratala Road, Kolkata 700088. Since the AGM will be held through VC or OAVM, no Route Map is being provided with the Notice.

3. Keeping the convenience of the Members positioned in different time zones, the Meeting has been scheduled at 1:30 PM (IST).

4. Since this AGM is being held through VC/OAVM, without physical attendance of Members, the facility to appoint proxy by the members will not be available for this AGM and consequently, the proxy form and attendance slip are not annexed to the notice.

NOTICE OF ANNUAL GENERAL MEETING *(Contd.)*

5. Attendance of the Members participating in the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. National Securities Depository Limited ("NSDL") will be providing facility for voting through remote e-Voting, participation in the AGM through VC/OAVM facility and e-Voting during the AGM.

7. **Dispatch of the Annual Report and the Notice through Electronic Mode:** In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2021 is being sent through electronic mode only to those Members whose e-mail addresses are registered with the Registrar and Transfer Agent/Depository Participants. Members may note that the Notice and the Annual Report 2021 will also be available on the Company's website **www.vesuviusindia.in**, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com**, respectively, 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** and on the website of NSDL at **www.evoting.nsdl.com**.

8. **Mandatory update of PAN, KYC and Nomination details and linking of PAN and Aadhaar by holders of physical shares:** SEBI vide its Circular dated November 03, 2021 has made it mandatory for the shareholders holding shares in physical form to furnish PAN, KYC details and Nomination in the prescribed forms to the RTA of the Company. In case of failure to provide required documents and details as per the aforesaid Circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. Further, such frozen securities shall be referred by the RTA or the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as of December 31, 2025.

In compliance with the above stated Circular, the Company has sent individual communication to its shareholders holding shares in the physical form requesting them to update their PAN, KYC details and Nomination. In order to avoid freezing of folios, such members are requested to furnish details in the prescribed form as mentioned in the aforesaid SEBI circular along with the supporting documents, wherever required, to our RTA, CB Management, for immediate action. A copy of such forms can be downloaded from the website of the Company at **www.vesuviusindia.in** or from the website of our RTA at **www.cbmsl.com**.

In case of any query / assistance, members are requested to contact our 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. Pursuant to the MCA's Circular, the Company has published a newspaper advertisement urging its members (who have not registered their email IDs) to register their email IDs at the earliest. The Company had earlier also sent letters to all the shareholders in this regard. However, Members who have still not registered their email IDs, are requested to do so at the earliest, in the following manner:

a. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by submitting duly filled and signed Form ISR-1 with the CB Management.

b. Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.

10. Messrs Price Waterhouse Chartered Accountants LLP, Chartered Accountants, ("PWC") of Plot No 56 & 57, Block-DN, Sector-V, Salt Lake, Kolkata - 700091, West Bengal, (Firm's Registration no. 012754N/N500016), had been appointed as Statutory Auditors of the Company at the 26th Annual General Meeting of the Members held on May 12, 2017, for a period of five consecutive years until the conclusion of 31st Annual General Meeting.

In terms of the provisions of Section 139 of the Act, the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, the listed company could appoint or re-appoint an audit firm as Auditors for not more than 2 (two) terms of 5 (five) consecutive years. Therefore, basis the recommendation of the Audit Committee, the Board of Directors has recommended appointment of Messrs Price Waterhouse Chartered Accountants LLP, Chartered Accountants, as the Statutory Auditors of the Company to hold the office for another term of 5 (five) consecutive years. In this regard, PWC has confirmed that it is not disqualified for the proposed appointment as Statutory Auditor of the Company and their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. PWC has provided necessary certificates and consent with respect to its proposed re-appointment which will be available for inspection by the Member in the manner provided later in the Notice.

Accordingly, it is proposed to appoint Messrs Price Waterhouse Chartered Accountants LLP, Chartered Accountants, as the Statutory Auditors of the Company to hold the office from the conclusion of this AGM till the conclusion of Thirty Six (36th) Annual General Meeting of the Company.

The Board of Directors recommends the Resolution at Item No. 4 as an Ordinary Resolution for the approval by the Members.

None of Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

11. A brief profile of the Director retiring by rotation and proposed to be re-appointed at this AGM, nature of his expertise in specific functional areas, names of companies in which he holds directorship and Membership/Chairmanship of Board Committee(s), shareholding and relationship between Directors and Key Managerial Personnel as stipulated under Regulation 36 of SEBI LODR are provided in an Annexure appended to this Notice.

12. Relevant documents as required by law and referred to in the accompanying Notice and in the Statement shall be available for inspection through electronic mode. Members may write to the Company on **vesuviusindia@vesuvius.com** for inspection of said documents and the same will also be available for inspection by the members during the AGM, upon Log-in at NSDL e-Voting system at **www.evoting.nsdl.com**.

During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for inspection by the Members through electronic mode during the AGM.

13. Important dates for Members:

Record Date: Record Date will be **Friday, April 29, 2022** to determine those Members who will be entitled to receive dividend which will be declared at the AGM.

Cut Off Date: The Cut Off Date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through e-Voting system is **Friday, April 29, 2022** ("Cut Off Date").

A person who is not a Member as on the Cut Off Date should treat this Notice of AGM for information purpose only. The voting rights of Members shall be in proportion to their shareholding 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 May 2, 2022 to 5.00 p.m. on May 5, 2022**, both days inclusive. Remote e-Voting will be disabled after 5.00 p.m. on May 5, 2022.

E-Voting Facility at the AGM will also be provided on the date of the AGM i.e., on May 6, 2022 to eligible Members who have not cast their votes through remote e-Voting and who attend the AGM through VC/OAVM. Upon instructions of the Chairman of the AGM, the e-voting window shall be activated during the AGM. E-voting during the AGM will be integrated with the VC/OAVM platform and no separate login will be required for the same.

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

14. Dividend: Subject to the approval of the Members at the AGM and the provisions of section 126 of the Companies Act, 2013, the dividend will be deposited in a separate bank account within 5 (five) days from the date of declaration of the dividend and will be paid within May 20, 2022 to the Members whose names appear on the Company's Register of Members as on the Record Date (i.e., **April 29, 2022**) and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details.

Tax Deductible at Source / Withholding tax: Pursuant to the requirement of Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by them with the Company/ CB Management/ Depository Participant.

15. 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. Members are requested to register/ update their complete bank details:

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

b. by submitting duly filled up and singed Form ISR-1 with the CB Management, if shares are held in physical mode.

NOTICE OF ANNUAL GENERAL MEETING *(Contd.)*

16. **Unclaimed Dividend:** Notices have been sent to all the concerned shareholders on February 12, 2022 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.in**. Members are encouraged to view the lists and lodge their claim with our RTA for dividends which have remained unclaimed.

17. **Unclaimed Dividend/Shares to be transferred to IEPF:** In terms of the provisions of Section 125 of the Act, read with Rules made thereunder, other applicable rules, notifications, and circulars, if any, the Company is required to transfer the unpaid dividend amounts, which remained unclaimed for 7 (seven) years from the date of transfer of such amounts to Unpaid/Unclaimed Dividend Account, to Investor Education and Protection Fund (IEPF) Account. In compliance with the same, the Company shall transfer the dividend declared at the 24th Annual General Meeting of the Company held on May 7, 2015, and remains unclaimed until May 20, 2022, to the Investor Education and Protection Fund ("IEPF") of the Central Government in June 2022. The concerned shareholders are requested to claim their dividend on or before May 20, 2022. Further, the shares, in respect of which dividend remains unclaimed for a period of 7 (seven) consecutive years shall also be transferred to the Demat Account of the IEPF Authority ("the IEPF Demat Account"). Members are requested to lodge their claims with our RTA immediately. Individual reminder letters have been sent to the concerned shareholders on February 4, 2022 and newspaper notice in this regard has also been published.

18. **Unclaimed Dividends/Shares transferred to IEPF:**

    a. In terms of the provisions mentioned herein above, the 20th Anniversary Special Dividend (being the interim dividend for the financial year ended on December 31, 2014) declared at the Board Meeting held on February 25, 2014 and the final dividend for the financial year ended December 31, 2013 declared at the 23rd Annual General Meeting of the Company held on April 29, 2014, which remained unclaimed for 7 (seven) consecutive years had been transferred to the IEPF Account of the Central Government in the month of April and June 2021, respectively. In compliance with the said provisions, before transferring such dividends to the IEPF Account, individual notices had been sent to the concerned shareholders by registered post on January 28, 2021 as well as an advertisement had also been published in the newspapers on February 3, 2021 and they were requested to encash their unclaimed dividends on or before March 10, 2021 and May 10, 2021, respectively.

    b. Adhering to the aforesaid provisions, the Company has transferred the shares, in respect of which dividends remained unclaimed for a period of 7 (seven) consecutive years or more as on the due date of transfer, to the IEPF Demat Account. Before transferring such shares to the IEPF Demat Account, the Company had sent individual notices to the concerned shareholders through registered post on January 28, 2021, wherein such shareholders were requested to encash their unclaimed dividends failing which would result in the transfer of their shares into IEPF Demat Account. An advertisement had also been published in the newspapers on February 3, 2021, in this regard. No claim lies against the Company in respect of the dividend / shares so transferred to IEPF Account/IEPF Demat Account.

19. **How to claim Dividend / Shares transferred to IEPF:**

    a. The members who have a claim on the above dividends and/or shares may claim the same from the IEPF Authority by submitting an online application in web Form No. IEPF-5 which is available on the website **www.iepf.gov.in** and by sending a physical copy of the same, duly signed by them to the Company, along with requisite documents enumerated in the Form IEPF-5.

    b. Details of dividends/shares so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: **www.iepf.gov.in.** Such details are also available on the website of the Company at **www.vesuviusindia.in**.

20. **Dematerialisation of physical shares:** On and from April 1, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form. In addition to that, as per the recent amendments to SEBI LODR effective from January 24, 2022 and SEBI's Circular dated January 25, 2022, it has been mandated that listed companies shall henceforth issue the securities in dematerialized form only while processing the service requests for (a) issue of duplicate securities certificate; (b) claim from Unclaimed Suspense Account; (c) Renewal / Exchange of securities certificate; (d) Endorsement; (e) Sub-division / Splitting of securities certificate; (f) Consolidation of securities certificates/folios; (h) Transmission, and (i) Transposition.

    In accordance with the said Circular, our RTA shall verify and process the service requests and thereafter issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant. Such 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.

B. INSTRUCTIONS FOR ATTENDING THE AGM AND ELECTRONIC VOTING:

1. General Instruction on e-Voting:

a) In compliance with provisions of Section 108 and all other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (the "Rules") and Regulation 44 of SEBI LODR, SS-2, and all other notifications/circulars as may be applicable, the Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to all the Members (as on the Cut Off Date) to enable them to cast their votes electronically in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL.

b) In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at **www.vesuviusindia.in**. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com,** respectively, and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., **www.evoting.nsdl.com**.

I. Members are requested to attend and participate in the ensuing AGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during the AGM.

II. Members who would have cast their vote by remote e-voting may attend the Meeting through VC/OAVM but shall not be able to vote at the Meeting. Such a member will also not be allowed to change or cast vote again. The facility of voting through electronic means will also be available during the Meeting. Members attending the Meeting who would have not already cast their vote by remote e-voting shall be able to cast their vote during the Meeting.

c) The Cut Off Date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through e-Voting system is Friday, April 29, 2022 ("Cut Off Date"). A person who is not a Member as on the Cut Off Date should treat this Notice of AGM for information purpose only.

d) Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes members of the Company after the Notice is sent through e-mail and are holding shares as on April 29, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on Toll Free No. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company after sending of the Notice and are holding shares as on the Cut Off Date i.e., April 29, 2022 may follow steps mentioned in the Notice of the AGM under "Step 1: Access to NSDL e-Voting system".

e) Members who need assistance before and during the AGM, may contact Ms. Pallavi Mhatre, Manager, NSDL at email id: **evoting@nsdl.co.in** or on Toll Free Nos. 1800 1020 990 / 1800 22 44 30.

f) The Board has appointed Mr Anjay Kumar Roy, Company Secretaries (holding C.P. No.: 4557) as the Scrutinizer (hereinafter referred to as "the Scrutinizer") to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.

g) In pursuance of Section 113 of the Act and Rules framed thereunder, the institutional/corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-voting during the AGM, are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution/Power of Attorney/appropriate Authorization Letter authorizing their representative to vote on their behalf, to the Scrutinizer through e-mail at **akroyco@yahoo.co.in** and **anjanroy_2003@yahoo.co.in** with the subject line "**Vesuvius India Limited - 31st AGM**" with a copy marked to our RTA at **ranarc@cbmsl.co** and NSDL at **evoting@nsdl.co.in**.

h) 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.

i) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available in the download section of **www.evoting.nsdl.com** or call on Toll Free no.: 1800 1020 990 or 1800 22 44 30 or send a request on **evoting@nsdl.co.in**.

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j) Only those Members/Shareholders, who are present at the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.

k) Members who have already voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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

2. Instructions for Remote e-Voting and e-Voting during the AGM

The remote e-voting period will commence from 9.00 a.m. on May 2, 2022 to 5.00 p.m. on May 5, 2022, both days inclusive. The remote e-voting module shall be disabled by NSDL for voting after 5.00 p.m. on May 5, 2022. The Members, whose names appear in the Register of Members / Beneficial Owners as on April 29, 2022 (Cut Off Date) may cast their vote electronically. The voting rights shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut Off Date.

The details of the process and manner for voting electronically are mentioned below:

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 holdingsecurities in demat mode:

In terms of SEBI circular no. SEBI/110/CFB/CMD/CIR/P/2020/242 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 the Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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 or joining virtual meeting & voting during the meeting. 2. 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** 3. 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-digitdemat 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 or joining virtual meeting & voting during the meeting. **NSDL Mobile App is available on** App Store Google Play 4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are **https://web.cdslindia.com/myeasi/home/** login or **www.cdslindia.com** and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e., NSDL**. Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at **https://web.cdslindia.com/myeasi/Registration/EasiRegistration** 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in **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 provided links for the respective ESP i.e., **NSDL** where the e-Voting is in progress.
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 or joining virtual meeting & voting during the meeting.

Note: Members who are unable to retrieve User ID/ Password are advised to use “Forgot User ID” and/or “Forgot Password option” available on respective websites.

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

i. Visit the e-Voting website of NSDL. Open web browser and enter the URL: **www.evoting.nsdl.com**/.

ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

iii. A new screen will open. 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 **www.eservices.nsdl.com**/ with your existing IDeAS login credentials. Once you log-in to NSDL eServices, 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***

NOTICE OF ANNUAL GENERAL MEETING *(Contd.)*

v. Password details for shareholders other than Individual shareholders are given below:

(a) If you are already registered for e-Voting, then you can user 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.co.in** 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 during the General Meeting.
3. EVEN for Vesuvius India Limited is 119658.
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. 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 email 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.co.in** for procuring user id and password for e-voting by providing above mentioned documents.

3. Instructions for Members attending the AGM through VC/OAVM:

a) Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.

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

c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

d) Please note that Participants 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.

e) Members seeking any information with regard to the accounts or any other matter to be placed at the AGM can submit questions in advance from their registered email address mentioning their name, DP ID and Client ID / Folio number and mobile number, to reach the Company's email address **vesuviusindia@vesuvius.com** latest by 5.00 p.m. on May 4, 2022.

f) Members may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / Folio number and mobile number, to reach the Company's email address **vesuviusindia@vesuvius.com** latest 5.00 p.m. on May 4, 2022. Only those Members who have registered themselves as a speaker shall be allowed to speak during the AGM, depending upon the availability of time.

g) The Company reserves the right to restrict the number of speakers at the AGM.

C. Other Information:

1. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1,000 members 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 etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

2. 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.

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

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

Place: Kolkata
February 24, 2022

By Order of the Board of Directors
Vesuvius India Limited

Registered Office :
P-104 Taratala Road
Kolkata 700 088

Vikram Singh
Company Secretary and Compliance Officer
Membership No. A16381

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

The following Statement sets out all material facts and recommendation of the Board of Directors of the Company relating to the Special Businesses set out in Item No. 5 and 6 of the accompanying Notice dated February 24, 2022:

ITEM No 5: Appoint Mr Pascal Genest (DIN: 09473571) as a Director of the Company

In terms of the provisions of the Companies Act, 2013, as amended, (the "Act") and Article 103 of the Articles of Association of the Company and the recommendation of the Nomination and Remuneration Committee, Mr Pascal Genest (DIN: 09473571) was appointed as an Additional Director (under the category of Non-Executive Non-Independent Director) by the Board of Directors of the Company with effect from February 24, 2022 and holds office upto the date of the AGM.

Mr Pascal Genest was appointed as President, Vesuvius Flow Control, in January 2021 and became a member of the Vesuvius Group Executive Committee. Mr Genest's experience spans across various international leadership roles in different sectors, including more than 15 years' experience in the steel industry, mainly with Arcelor Mittal and, most recently, with GFG Alliance where he held the position of CEO Liberty Ostrnva in Czech Republic, and earlier CEO of SULB in Bahrain.

Mr Pascal Genest graduated from the Ecole Polytechnique (France) and holds an MSc in Civil Engineering from Ecole des Ponts Paristech (France). He is also an MBA from Harvard Business School. Mr Genest brings his strong strategic orientation to Vesuvius, which is underpinned by an in-depth knowledge of the steel industry and a proven track record in business growth.

Mr Pascal Genest does not hold directorship in any Indian company. He does not hold any shares of the Company. He is not related to any Director or Key Managerial Personnel of the Company or their relatives.

Further, as per the amendments in SEBI LODR vide notification dated August 3, 2021 effective from January 1, 2022, approval of shareholders for appointment of a person on the Board of Directors should be taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Accordingly, in terms of the provisions of the Act and the SEBI LODR, and recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends appointment of Mr Pascal Genest as a Director of the Company with effect from May 6, 2022, who shall be liable to retire by rotation.

As per Section 160 of Act, the Company has received notice in writing from a member proposing the candidature of Mr Pascal Genest as a Director of the Company. Mr Genest has given his consent to act as a Director of the Company and, also declared that he is not disqualified from being appointed as a director in terms of Section 164 of the Act.

Except Mr Genest, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

The forgoing Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the SEBI LODR and Revised Secretarial Standard on General Meetings (SS-2) of ICSI. Other disclosures required under the Act, SS-2 and Regulation 36 of the SEBI LODR have been provided as an Annexure hereto.

ITEM No 6: Ratification of remuneration of Cost Auditors

The Board of Directors on the recommendation of the Audit Committee, at their meeting held on February 24, 2022 have appointed M/s Gondesi & Co, Cost Accountants, of Visakhapatnam (Firm registration no. 002027) as Cost Auditors of the Company for the financial year ending on December 31, 2022. The remuneration of the Cost Auditors has been fixed at Rs. 1,10,000/- plus GST, if applicable, and out of pocket expenses at actuals.

Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 require that the remuneration of the Cost Auditor should be ratified subsequently by the Members of the Company and hence appended resolution is being proposed to be passed by the Members of the Company.

The Board of Directors recommends the resolution be passed for ratification of remuneration to be paid to the Cost Auditor of the Company for financial year ending on December 31, 2022.

None of Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

Place: Kolkata
February 24, 2022

By Order of the Board of Directors
Vesuvius India Limited

Vikram Singh
Company Secretary and Compliance Officer
Membership No. A16381

Registered Office :
P-104 Taratala Road
Kolkata 700 088

Annexure to the Notice

As per the requirement of Regulation 36(3) of 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 Henry James Knowles**	**Mr Pascal Genest**
DIN	08751453	09473571
Date of Birth	03.03.1969	19.04.1966
Age (in years)	53	56
Profile	Mr 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 practiced in London and Tokyo.	Mr Pascal Genest was appointed as President-Flow Control, of Vesuvius plc, the ultimate holding company, in January 2021 and became a member of the Vesuvius Group Executive Committee. Mr Genest's experience spans across various international leadership roles in different sectors, including 15 years' experience in the steel industry, mainly with Arcelor Mittal and, most recently, with GFG Alliance where he held the position of CEO Liberty Ostrnva in Czech Republic, and earlier CEO of SULB in Bahrain.
Qualification	Company Secretary & Lawyer	MSc in Civil Engineering and MBA
Experience and Expertise in specific functional area	More than 27 years of experience in Legal, Company Secretarial, Corporate Governance	More than 15 years of experience in Steel Industries
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Non-Executive Non-Independent Director, liable to retire by rotation. He acts as a Nominee of the Group and has waived off any remuneration and sitting fee.	Non-Executive Non-Independent Director, liable to retire by rotation. He acts as a Nominee of the Group and has waived off any remuneration and sitting fee.
Remuneration last drawn by such person, if applicable	Nil	Nil
Remuneration sought to be paid	Nil	Nil
Date of first appointment on the Board	03.06.2020	24.02.2022
Membership/Chairmanship of Committees of the Board of the Company	Member of: - Risk Management Committee - Corporate Social Responsibility Committee - Stakeholders' Relationship Committee	Nil
Other Directorships and Membership / Chairmanship of Committees of other Boards	Nil	Nil
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	5 out of 5 during the year 2021	Not applicable

Place: Kolkata
February 24, 2022

By Order of the Board of Directors
Vesuvius India Limited

Registered Office :
P-104 Taratala Road
Kolkata 700 088

Vikram Singh
Company Secretary and Compliance Officer
Membership No. A16381