



## VESUVIUS INDIA LIMITED

CIN: L26933WB1991PLC052968

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

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

## NOTICE OF 34<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **Thirty Fourth (34<sup>th</sup>) Annual General Meeting ("AGM")** of the Members of **Vesuvius India Limited** (the "**Company**") will be held on Thursday, May 8, 2025, at 10:30 A.M. (IST), at G. D. Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019 to transact the following businesses:

### Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended on December 31, 2024, the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended on December 31, 2024 and the Reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To declare dividend on Equity Shares of the Company for the financial year ended on December 31, 2024 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** dividend at the rate of ₹ 14.50 (Rupees Fourteen and Fifty Paise Only) per Equity Share of ₹ 10/- (Rupees Ten Only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared out of the profits of the Company for the financial year ended on December 31, 2024 on 2,02,96,080 (Two Crores Two Lakhs Ninety-Six Thousand and Eighty) Equity Shares of the Company."

3. To appoint Mr. Henry James Knowles (DIN: 08751453), who retires by rotation as a Director and being eligible, offers himself for reappointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Henry James Knowles (DIN: 08751453), who retires by rotation at this Annual

General Meeting, be and is hereby reappointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

4. To appoint Mr. Nitin Jain (DIN: 07934566), who retires by rotation as a Director and being eligible, offers himself for reappointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Nitin Jain (DIN: 07934566), who retires by rotation at this Annual General Meeting, be and is hereby reappointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

### Special Business:

5. To appoint Secretarial Auditor of the Company and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provision of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, [including any statutory modification(s) or re-enactment(s) thereof] upon, the recommendation of the Board of Directors of the Company, M/s Anjan Kumar Roy & Co., Practicing Company Secretaries (Firm Registration No: S2002WB051400), be and is hereby appointed as the Secretarial Auditor of the Company, for a term of 5 (five) consecutive years, commencing from January 1, 2025, at such remuneration (plus taxes, as applicable and out-of-pocket expenses, if any, at actuals) and on such terms and conditions as may be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to modify and/or revise the terms and conditions of the appointment

including the remuneration of M/s Anjan Kumar Roy & Co. at its discretion and to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid Resolution."

6. To approve splitting/sub-division of the Company's equity shares of ₹ 10/- (Rupees Ten Only) each into 10 (Ten) equity shares of face value ₹ 1/- (Rupee One Only) each and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s), notifications, circulars issued thereunder or re-enactments thereof, for the time being in force] and in accordance with the Articles of Association of the Company and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory/regulatory authority(ies) and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, the approval of the Members of the Company be and is hereby accorded for the sub-division of 1 (One) Equity Share of the Company of the face value of ₹ 10/- (Rupees Ten Only) each fully paid into 10 (Ten) Equity Shares of the Company of face value of ₹ 1/- (Rupee One Only) each fully paid up;

**RESOLVED FURTHER THAT** pursuant to the sub-division/ split of the Equity Shares of the Company, all the issued, subscribed and paid up equity shares of face value of ₹ 10/- (Rupees Ten Only) each shall stand sub-divided into 10 (Ten) Equity Shares of face value of ₹ 1/- (Rupee One Only) each ranking pari-passu in all respects with and carry the same rights as the existing fully paid Equity Shares of ₹ 10/- (Rupees Ten Only) each of the Company from the record date ("**Record Date**") as may be fixed by the Board of Directors of the Company (hereinafter the term "**Board**", which term shall also be deemed to encompass any committee formed by the Board, including those constituted by the Board subsequently;

**RESOLVED FURTHER** that upon sub-division/ split of equity shares as aforesaid and with effect from the Record Date:

- a) for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing share certificate(s), shall issue new share certificate(s) of the Company with new set of distinctive numbers, in lieu of such existing certificates, in compliance with the prevailing laws/guidelines in this regard; and

- b) for the equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s), before sub-division.

**RESOLVED FURTHER THAT** sub-division/ split of equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company before sub-division;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of the Company and/or the Chairperson, Managing Director or the Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary, including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division/ split of equity shares, to accept and make any alteration(s), modification(s) to terms, obtaining approvals, statutory, contractual or otherwise in relation to the above and to incur expenditure thereon and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of equity shares and to give such directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to the sub-division of Equity Shares including execution and filing of all the relevant applications, writings, deeds and documents with the Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

7. To approve amendments in the Memorandum of Association of the Company and in this regard, to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to necessary approval(s), if any, from the competent authorities and to align the Memorandum of Association in line with the

provisions of Section 4 read with Table A of Schedule I to the Act, consent of the Members of the Company be and is hereby accorded to make the following amendments in the Memorandum of Association of the Company:

- i). The existing Clauses I to V of the Memorandum of Association of the Company be and are hereby renumbered as Clauses 1 to 5.
- ii). The headings of the existing Clause III(A) and (B) be and is hereby amended as per heading given in Table A of Schedule I to the Act;
- iii). The existing Clause III(C) along with the heading be and are hereby deleted and existing sub-clauses 1, 2, 3, 4, 5 and 6 of Clause III(C), be and are hereby inserted after the existing sub-clause 32 of Clause III(B) and be renumbered as 33, 34, 35, 36, 37 and 38;
- iv). The existing sub-clause 33 of Clause III(B) be and is hereby renumbered as 39.
- v). The existing Clauses IV and V be and are hereby replaced with following clauses:
  - "4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
  5. The Share Capital of the Company is ₹ 25,00,00,000 (Rupees Twenty Five Crore Only) divided into 25,00,00,000 (Twenty Five Crore) equity shares of ₹ 1 /- (Rupee One Only) each."
8. To approve adoption of new set of Articles of Association of the Company and in this regard, to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**), the rules framed thereunder and Table F of the Schedule I to the Act, a new set of Articles of Association, bearing Article 1 to Article 113, as contained in the draft Articles of Association (duly approved by the Board of Directors of the Company and initialed by the Chairman for the

purpose of identification), laid before the 34<sup>th</sup> Annual General Meeting of the Company, be and are hereby approved and adopted as the Articles of Association of the Company, in substitution and to the entire exclusion of the Company's existing Articles of Association bearing Article 1 to Article 172.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (the **"Board"**, which term shall also be deemed to include any Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things (including delegation of all or any of its powers herein to any of its Directors), as it may in its absolute discretion deem necessary for and on behalf of the Company."

9. To ratify the remuneration of Cost Auditors of the Company for the financial year ending on December 31, 2025, and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** 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 Members do hereby ratify the remuneration to be paid to M/s J K & Co. (formerly, Jithendra Kumar & Co.), Cost Accountants, (Firm Registration No. 004010), appointed by the Board of Directors upon recommendation of the Audit Committee to conduct the audit of the cost records maintained by the Company for the financial year ending on December 31, 2025.

**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  
Date: April 13, 2025

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

By order of the Board of Directors  
**Vesuvius India Limited**

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

## NOTES FORMING PART OF THE NOTICE:

### A. General Instructions:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, as amended, (the “Act”) and Secretarial Standard on General Meetings (Revised) – 2 (the “SS-2”), relating to Special Businesses to be transacted at the Meeting, are annexed hereto. The said Statement also contains the recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “SEBI LODR”). Additional disclosures, pursuant to Regulation 36 of the SEBI LODR, in respect of the directors seeking re-appointment are given in Annexure to this Notice and form part of this Notice convening the 34<sup>th</sup> Annual General Meeting (AGM) of the Company (the “Notice”).
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is attached herewith.**  
  
**A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member .**
3. The proxy holder shall prove his / her identity at the time of attending the Meeting.
4. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked.
5. The landmark and route map to the AGM venue is attached and forms part of this Notice.
6. In case of Joint holders attending the AGM the Member whose name appears first in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. National Securities Depository Limited (“NSDL”) will be providing facility for voting through remote e-voting and e-voting at the AGM venue.
8. The Notice of the AGM along with the Annual Report 2024 is being sent through electronic mode to those

Members whose e-mail addresses are registered with the Company/Depositories. Further, physical copy of the Notice and the Annual Report are being dispatched through permissible mode to those Members whose e-mail addresses are not registered with the Company/Depositories. Members may note that the Notice along with the Annual Report 2024 will also be available on the website of the Company at [www.vesuviusindia.in](http://www.vesuviusindia.in) and may also be accessed from the relevant section of the websites of the stock exchanges i.e., BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. These will also be available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and on the website of Company's Registrar and Transfer Agent (RTA), M/s C B Management Services (P) Limited (“CB Management”) at [www.cbmsl.com](http://www.cbmsl.com). The physical copy of the Notice along with Annual Report also shall be made available to the Member(s) who may request for the same in writing to the Company.

9. **Mandatory update of PAN, KYC and Nomination details and linking of PAN and Aadhaar by holders of shares in physical form :** SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, in respect of such folios, only through electronic mode with effect from April 01, 2024 upon completion/submission of the requisite documents/details in entirety. Copies of relevant forms are available on the website of the Company at <https://vesuviusindia.in> or of the Company's RTA at [www.cbmsl.com](http://www.cbmsl.com).

In case of any query / assistance, Members are requested to contact the Company's RTA, M/s C B Management Services (P) Ltd., at 20, RN Mukherjee Road, Road, Rasoi Court 5<sup>th</sup> Floor, Kolkata- 700001 (Phone No 033-6906 6200; Email: [rtacbmsl.com](mailto:rtacbmsl.com))

10. Members who have still not registered/updated their email IDs, are requested to do so at the earliest, in the following manner:
  - a. Members holding shares in physical mode are requested to register / update their email IDs by submitting duly filled and signed Form ISR-1 with the CB Management.
  - b. Members holding shares in dematerialised mode are requested to register / update their e-mail address with the Depository through their Depository Participant(s).

11. A brief profile of the Director retiring by rotation and proposed to be re-appointed at this AGM, as stipulated under Regulation 36 of the 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](mailto:vesuviusindia@vesuvius.com) for inspection of said documents and the same will be available for inspection of Members at the Registered Office of the Company between 12.00 p.m. and 2.00 p.m. on all working days upto and including the date of the Annual General Meeting.

### 13. Important dates for Members:

**Record Date:** Record Date will be **Thursday, May 1, 2025** to determine those Members who will be entitled to receive dividend which will be declared at the AGM.

**Cut Off Date:** The Cut Off Date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through e-voting system is **Thursday, May 1, 2025 ("Cut Off Date")**.

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

**Remote e-voting Period** will commence from **9.00 a.m. on Sunday, May 4, 2025 to 5.00 p.m. on Wednesday, May 7, 2025**, both days inclusive. Remote e-voting will be disabled after 5.00 p.m. on Wednesday, May 7, 2025.

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

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

14. **Dividend:** Subject to the approval of the Members at the AGM and the provisions of Section 126 of the Act, the dividend will be deposited in a separate bank account within 5 (five) days from the date of declaration of the dividend and will be paid within May 30, 2025 to the Members whose names appear on the Company's Register of Members as on the Record Date (i.e., **May 1, 2025**) and in respect of the shares held in dematerialised

mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details and to the Members who have not updated their bank account details, dividend shall be paid to them electronically only upon completion of KYC and bank account details.

**Tax Deductible at Source / Withholding tax:** Pursuant to the requirement of Income Tax Act, 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 shareholders and documents submitted by them with the Company/ CB Management/ Depository Participants.

15. **Bank Account Details:** Regulation 12 read with and Schedule I of the 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 signed Form ISR-1 with the CB Management, if shares are held in physical mode.

16. **Unclaimed Dividend:** Notices have been sent to all the concerned Shareholders in the month of February, 2025 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 Investor Education and Protection Fund (IEPF) of the Central Government have been uploaded on the Company's website [www.vesuviusindia.in](http://www.vesuviusindia.in). Members are encouraged to view the lists and lodge their claim, if any, with the Company's RTA for dividends which have remained unclaimed.

17. **Unclaimed Dividends/Shares transferred to IEPF:** In terms of the provisions of Sections 124 and 125 of the Act, read with Rules made thereunder, and circulars, if any, the dividend for the financial year ended on December 31, 2016, declared at the 26<sup>th</sup> Annual General Meeting of the Company held on May 12, 2017, which remained unclaimed for 7 (seven) consecutive years, had been transferred to the IEPF account of the Central Government in the month of June 2024. As per the aforesaid provisions, the Company had also transferred the shares [in respect of which dividends remained unclaimed for a period of 7 (seven) consecutive years as on the due date i.e., June 8, 2024] to the IEPF Demat Account.

18. **Unclaimed Dividend/Shares to be transferred to IEPF in 2025:** Pursuant to the aforesaid provisions, the dividend declared at the 27<sup>th</sup> Annual General Meeting of the Company held on April 10, 2018 and remains unclaimed shall be required to be transferred to the IEPF of the Central Government in May, 2025. Further, the shares in respect of which dividend remains unclaimed for a period of 7 (seven) consecutive years shall be required to be transferred to the Demat Account of the IEPF Authority in May, 2025. The Company has sent reminder letters to the concerned shareholders by registered post informing them to claim their dividend and also published a notice in newspapers in this regard. The concerned shareholders are requested to lodge their claims with the Company's RTA, CB Management, immediately and claim their dividend on or before April 30, 2025, failing which would result in the transfer of their dividend and shares into IEPF Account/IEPF Demat Account, as the case may be without any further notice.

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

- a) The members who have a claim on the dividends and/or shares transferred to IEPF, may claim 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](http://www.iepf.gov.in) and sending a duly signed physical copy of the same to the Company, along with requisite documents enumerated in the Form IEPF-5. However, before filing of claim(s) with the Authority, such members/claimants are advised to approach the Company for issue of Entitlement letter along with all the required documents as per the communication issued by IEPF Authority on July 20, 2022.
- b) Details of dividends/shares so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in). Such details are also available on the website of the Company at [www.vesuviusindia.in](http://www.vesuviusindia.in).

20. **Dematerialisation of physical shares:** As mandated by SEBI, securities of the Company can be transferred / traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation.

As per the SEBI mandate, the Company shall issue 'letter of confirmation(s)' in lieu of physical securities certificate(s) while processing shareholders' requests such as, transmission, transposition, subdivision, consolidation, renewal, exchange and change/deletion of names of shareholders. The securities holders/claimants are required to apply for dematerialization of securities on the basis of the 'letter of confirmation(s)' within a period of 120 days from the date of its issuance.

## B. Instructions for Electronic Voting:

### 1. General Instruction on e-voting:

- a) In compliance with provisions of Section 108 and all other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (the "Rules") and Regulation 44 of the SEBI LODR, SS-2, and all other notifications/circulars as may be applicable, the Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to all the Members (as on the Cut Off Date) to enable them to cast their votes electronically in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting through electronic means at the AGM venue will be provided by NSDL.
- b) The Notice calling the AGM has been uploaded on the website of the Company at [www.vesuviusindia.in](http://www.vesuviusindia.in) and can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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](http://www.evoting.nsdl.com).
- c) Members may cast their vote through remote e-voting facility. Members who would have cast their vote by remote e-voting may attend the Meeting in person but shall not be able to vote at the Meeting. Such a member will also not be allowed to change or cast vote again.
- d) The facility of voting through electronic means will also be provided at the venue of the AGM. Members attending the AGM who would have not already cast their vote by remote e-voting shall be able to cast their vote through TAB voting.
- e) The Cut Off Date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through TAB voting, is Thursday, May 1, 2025 ("**Cut Off Date**"). A person who is not a Member as on the Cut Off Date should treat this Notice of AGM for information purpose only.
- f) Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes members of the Company after the Notice is sent through e-mail and

are holding shares as on May 1, 2025, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or the Company/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call at 022 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company after sending of the Notice and are holding shares as on the Cut Off Date i.e., May 1, 2025 may follow steps mentioned in the Notice of the AGM under "Step 1: Access to NSDL e-voting system".

- g) The Board has appointed Mr. Anjay Kumar Roy, Company Secretary in Practice (holding C.P. No.: 4557) as the Scrutinizer (hereinafter referred to as the "Scrutinizer") to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.
- h) In pursuance of Section 113 of the Act and Rules framed thereunder, the institutional/ corporate members, entitled to appoint authorized representatives for the purpose of attending the AGM physically, and to voting through remote e-voting or e-voting at the AGM venue, are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Power of Attorney/appropriate Authorization Letter authorizing their representative to vote on their behalf, to the Scrutinizer through e-mail at [akroyco@yahoo.co.in](mailto:akroyco@yahoo.co.in) and [anjanroy\\_2003@yahoo.co.in](mailto:anjanroy_2003@yahoo.co.in) with the subject line "Vesuvius India Limited – 34<sup>th</sup> AGM" with a copy marked to our RTA at [ranarc@cbmsl.co](mailto:ranarc@cbmsl.co) and NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com). Such members can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.

- i) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, Members will need to go through the "Forgot User Details/ Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- j) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com).
- k) The results once declared along with the Scrutinizer's Report shall be placed on the Company's website [www.vesuviusindia.in](http://www.vesuviusindia.in) and on website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two working days of conclusion of the AGM and will also be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

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

The remote e-voting period begins on **Sunday, May 4, 2025 at 9.00 a.m.** and ends on **Wednesday, May 7, 2025 at 5.00 p.m.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., **May 1, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **May 1, 2025**.

**Step 1: Access to NSDL e-voting system****Step 2: Cast your vote electronically on NSDL e-voting system****Details on Step 1 are mentioned below:****a) Login method for e-voting for Individual Shareholders holding securities in demat mode:**

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

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

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

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

| Type of Shareholders                                                | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|---------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> |

**NSDL Mobile App is available on**

 **App Store**  **Google Play**



|                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |
|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

| Type of Shareholders                                                                                   | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|--------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

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

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

| Login type                                                         | Helpdesk details                                                                                                                                                                                                            |
|--------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000                                             |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 009911 |

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
- 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<br>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<br>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<br>For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

- Password details for shareholders other than Individual shareholders are given below:

  - If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - 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.

  - How to retrieve your 'initial password'?
    - 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](http://www.evoting.nsdl.com).
  - (b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-voting will open.

### Details on Step 2 are mentioned below:

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Vesuvius India Limited to cast your vote during the remote e-voting period or at the venue of the Annual General Meeting.
3. EVEN for Vesuvius India Limited is 133508.
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

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

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

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

**C. Other Information:**

1. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall, within a period not exceeding two working days from the conclusion of the AGM, make a report of the votes cast in favour or against, to the Chairman of the Company or in his absence by the person duly authorised by him in writing, who shall then declare results of the e-voting.
2. The results of the e-voting declared along with Scrutiniser's Report shall be placed on the website of the Company, [www.vesuviusindia.in](http://www.vesuviusindia.in), and on the website of NSDL, [www.nsdl.com](http://www.nsdl.com) immediately after declaration

of the results. The results shall also be simultaneously communicated to the Stock Exchanges and displayed on the Notice Board of the Company at the registered office of the Company.

3. The resolutions, if passed, shall be deemed to be passed on the date of the Annual General Meeting.

Place: Kolkata  
Date: April 13, 2025

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

By order of the Board of Directors  
**Vesuvius India Limited**

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

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

The following Statement sets out all material facts and recommendation of the Board of Directors of the Company (the “**Board**”) relating to the Business set out in item no. 5 to 9 of the accompanying Notice dated April 13, 2025:-

### Item No 5: Appointment of Secretarial Auditor of the Company and fix their remuneration

As per the recent amendment to Regulation 24A of the Securities and Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (SEBI LODR), which shall come into effect from April 1, 2025, the appointment of Secretarial Auditor(s) shall be approved by the Shareholders at Annual General Meeting of the Company. The tenure of the Secretarial Auditor in case of an individual Company Secretary in Practice should be for a maximum of one (1) term of five (5) consecutive years; or, in case of a Firm of Company Secretaries in Practice, for a maximum of two (2) terms of five (5) consecutive years. However, any prior association of the individual or the firm as the Secretarial Auditor of the Company before March 31, 2025, shall not be considered for the purpose of calculating the term of five years or ten years, as the case may be.

M/s Anjan Kumar Roy & Co, Company Secretaries (Firm Unique Code: S2002WB051400), a proprietorship firm led by Mr. Anjan Kumar Roy (FCS No.: 5684; COP No.: 4557) has been serving as the Secretarial Auditor of the Company since 2014. The firm is Peer Reviewed (bearing Peer Review Certificate No.: 869/2020) and holds a valid Peer Review certificate issued by the Institute of Company Secretaries of India. Mr. Roy has a post qualification experience as a Company Secretary in Practice of more than 23 years and an overall experience of about 26 years. Mr. Roy is engaged in corporate secretarial services and more particularly in the areas of Secretarial Audit, Corporate Governance Audit, Due Diligence Audit, Annual Return Audit and other certifications and audits under the Companies Act 2013 (the “**Act**”) and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“**SEBI LODR**”). He meets all the eligibility and independence criteria, and there is no disqualification for his appointment as the Secretarial Auditor of the Company. Mr. Roy has given consent to act as the Secretarial Auditor and has confirmed that if appointed, his appointment will be in accordance with Section 204 and other applicable provisions, if any, of the Act, read with Rules made thereunder and Regulation 24A of SEBI LODR.

The Board at its meeting held on February 26, 2025, based on the recommendation of the Audit Committee, has recommended appointment of M/s Anjan Kumar Roy & Co as the Secretarial Auditor of the Company for a term of 5

(five) consecutive years commencing from January 1, 2025 at a remuneration of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousands Only) (plus applicable taxes) for the financial year ending December 31, 2025. The remuneration for the remaining term shall be fixed/revised by the Board of the Company based on the recommendation of Audit Committee.

The Board Recommends the Resolution set out at Item No. 5 for approval by the Members.

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

The consent letter and eligibility certificate of M/s Anjan Kumar Roy & Co, will be available for inspection of Members at the Registered Office of the Company between 12.00 p.m. and 2.00 p.m. on all working days up to and including the date of the Annual General Meeting.

### Item No 6: Approval for splitting/sub-division of the Company's Equity Shares

The Company has registered substantial growth in the last couple of years, which has generated considerable interest in the Company's Shares in the Stock Market, resulting in constant increase in the market price of the Equity Shares of your Company, registering all-time high of ₹ 6000/- (Rupees Six Thousand) during 2024. The Company has received a number of requests from its shareholders during previous AGMs for split/subdivision of Shares of the Company. In view of request of the Shareholders, the Board is of the opinion that the split/subdivision of Shares of the Company would make the share price more affordable and improve liquidity. Further, proposed split of Shares would increase participation from retail investors, facilitating easier entry and exit for them.

Accordingly, the Board of your Company at its meeting held on February 26, 2025 considered and approved the proposal and recommended sub-division/split of the existing 1 (One) Equity Share of the Company having face value of ₹ 10/- (Rupees Ten Only) each fully paid into 10 (Ten) Equity Shares of the Company having face value of ₹ 1/- (Rupee One Only) each fully paid, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose by the Board (“**Record Date**”), subject to approval of the Members and other statutory and regulatory approvals, as applicable.

The authorized, issued, subscribed and paid-up share capital of the Company pre and post the proposed sub-division / split are given below:

| Particulars        | Pre-Split Share Capital |            |              | Post-Split Share Capital |            |              |
|--------------------|-------------------------|------------|--------------|--------------------------|------------|--------------|
|                    | No. of Shares           | Face Value | Amount       | No. of Shares            | Face Value | Amount       |
|                    |                         |            |              |                          |            |              |
| Authorized Capital | 2,50,00,000             | 10         | 25,00,00,000 | 25,00,00,000             | 1          | 25,00,00,000 |
| Issued Capital     | 2,03,00,000             | 10         | 20,30,00,000 | 20,30,00,000             | 1          | 20,30,00,000 |
| Subscribed Capital | 2,02,96,080             | 10         | 20,29,60,800 | 20,29,60,800             | 1          | 20,29,60,800 |
| Paid-up Capital    | 2,02,96,080             | 10         | 20,29,60,800 | 20,29,60,800             | 1          | 20,29,60,800 |

Amount in ₹

The proposed sub-division/ split of Equity Shares will not result in any change in the amount of authorized, issued, subscribed and paid-up share capital of the Company.

As per Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013 (the "**Act**"), approval of the Members by passing Ordinary Resolution is required for sub-division/ split of Equity Shares of the Company. Hence, the Board recommends the resolution set out in Item No. 6 of this Notice for the approval of the Members of the Company by way of an Ordinary Resolution.

Mr. Biswadip Gupta, an Independent Director and his relatives hold 3749 and 6464 Equity Shares, respectively, in the Equity Share Capital of the Company. Other Independent Directors and their relatives do not hold any share in the Equity Share of the Company.

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

#### Item No 7 & 8: Amendments in the Memorandum and adoption of new set of Articles of Association of the Company

To give effect to Item No. 6, i.e., Split of Equity Shares of the Company, the existing Memorandum and Articles of Association of the Company are required to be amended.

The Company was incorporated on September 6, 1991 under the provisions of the erstwhile Companies Act, 1956 ("**CA 1956**"). The existing Memorandum of Association ("**MOA**") and Article of Association ("**AOA**") were adopted by the Company on September 25, 1992 as per provisions of the Companies Act, 1956 and rules made thereunder.

On September 12, 2013, the Act began replacing the provisions of CA 1956 in phases. Finally, on January 30, 2019 the CA 1956 was repealed. Further, the corporate laws in India have undergone significant changes since 1992, with

the introduction of the Act and various SEBI regulations, along with subsequent amendments thereto.

In the wake of the proposed sub-division/split of Equity Shares of the Company, as detailed in Item No. 6 of the Notice, and to align the existing MOA and AOA with the provisions of the Companies Act, 2013, the rules made thereunder and other prevailing laws and regulations, the Board of Directors of the Company has decided:

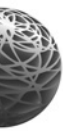
- to suitably amend the MOA to bring it in conformity with Table A of Schedule I of the new Act.
- to adopt new set of AOA, bearing Article 1 to 113, in substitution and to the entire exclusion of the Company's existing Articles of Association bearing Article 1 to Article 172.

As per Sections 13, 14 and other applicable provisions of the Act, approval of the Members by passing Special Resolutions are required for amendments in existing MOA and adoption of new set of AOA of the Company. The Board recommends the resolutions set out in Item Nos. 7 and 8 of this Notice for the approval of the Members of the Company by way of Special Resolutions.

Mr. Biswadip Gupta, an Independent Director and his relatives hold 3749 and 6464 Equity Shares, respectively, in the Equity Share Capital of the Company. Other Independent Directors and their relatives do not hold any share in the Equity Share of the Company.

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

The existing as well as proposed amended Memorandum and Articles of Associations, will be available for inspection of Members at the Registered Office of the Company between 12.00 p.m. and 2.00 p.m. on all working days up to and including the date of the Annual General Meeting.



#### Item No 9: Ratification of remuneration of Cost Auditors

The Board of Directors on the recommendation of the Audit Committee, at their meeting held on February 26, 2025 has appointed M/s J K & Co (formerly Jithendra & Company), Cost Accountants (Membership no. 36220), of Visakhapatnam (Firm registration no. 004010) as Cost Auditors of the Company for the financial year ending on December 31, 2025. The remuneration of the Cost Auditors has been fixed at ₹ 1,30,000/- (Rupees One Lakh Thirty Thousand) plus applicable taxes.

Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 require that the remuneration of the Cost Auditor should be ratified subsequently by the Members of the Company and hence appended resolution, as set out in Item No. 9 of the Notice, is being proposed to be passed by the Members of the Company.

The consent letter of M/s J K & Co, Cost Accountants, will be available for inspection of Members at the Registered

Office of the Company between 12.00 p.m. and 2.00 p.m. on all working days up to and including the date of the Annual General Meeting.

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, 2025.

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

Place: Kolkata

Date: April 13, 2025

**Registered Office:**

P-104, Taratala Road,  
Kolkata 700088

By order of the Board of Directors

**Vesuvius India Limited**

**Saheb Ali**

Company Secretary and  
Compliance Officer  
Membership No. A33361

## Annexure to the Notice

As per the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, a statement containing the requisite details of the concerned Director is given below:

| Name                                                                                         | Mr. Henry James Knowles (aged: 56 years)                                                                                                                                                                                                                                                                                                                           | Mr. Nitin Jain (aged: 44 years)                                                                                                                                                                                                                                                                                                                                                                                         |
|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| DIN                                                                                          | 08751453                                                                                                                                                                                                                                                                                                                                                           | 07934566                                                                                                                                                                                                                                                                                                                                                                                                                |
| Profile                                                                                      | Mr. Knowles is General Counsel and Company Secretary of Vesuvius plc, the ultimate holding company. He joined the Vesuvius Group in September 2013. Mr. Knowles is British and has more than 30 years' experience as a corporate lawyer working in private practice and with publicly listed global manufacturing companies. He has practiced in London and Tokyo. | Mr. Jain has more than 21 years of experience of leadership roles in mergers & acquisitions, operations, product management, sales and technology in both North America and Asia and was Sales and Technical Director for the APAC Region. He has rich experience and knowledge in sales and marketing, technology, commercial activities and business strategy through his extensive interactions in America and Asia. |
| Qualification                                                                                | Company Secretary & Lawyer                                                                                                                                                                                                                                                                                                                                         | An Engineer from NIT Jaipur, an MBA from the Ohio State University, USA, and MSc. from the Case Western Reserve University, USA                                                                                                                                                                                                                                                                                         |
| Experience and Expertise in specific functional area                                         | Experienced and expertise in Corporate Laws, Company Secretarial, Corporate Governance                                                                                                                                                                                                                                                                             | Experienced and expertise in Business Operations, Business Strategy, Sales & Marketing, and Technology                                                                                                                                                                                                                                                                                                                  |
| Directorships and Membership / Chairmanship of other Boards of the companies in India        | 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                                                                                                                                                                                                                                                                                                                                                                                                                    |

Place: Kolkata  
Date: April 13, 2025

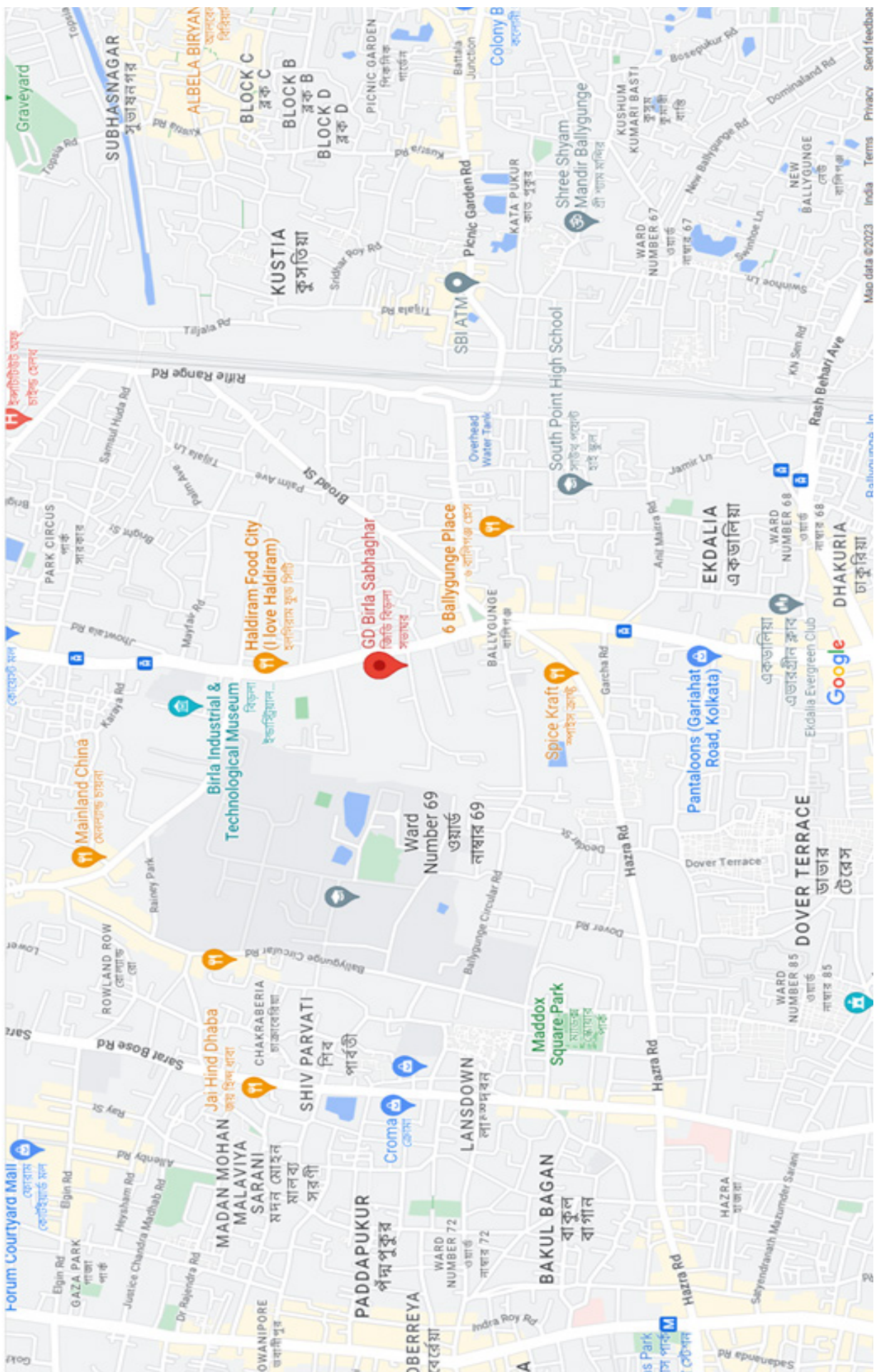
**Registered Office:**  
P-104, Taratala Road, Kolkata 700088

By order of the Board of Directors  
**Vesuvius India Limited**

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



ROUTE MAP TO THE AGM VENUE



**VESUVIUS INDIA LIMITED****CIN:** L26933WB1991PLC052968**Registered Office:** P-104, Taratala Road, Kolkata 700088 **Tel:** +91 33 61090500**Email:** vesuviusindia@vesuvius.com, **Website:** www.vesuviusindia.in**ATTENDANCE SLIP**

Reg. Folio No./DP ID &amp; Client ID

Name and Address of the Shareholder(s)

No. of Shares held

Name of the Member/Proxy attending the meeting

I/We hereby record my/our presence at the 34<sup>th</sup> Annual General Meeting of the Company held on Thursday, May 8, 2025, at 10:30 A.M. (IST), at G. D. Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019 and at any adjournment thereof.

Signature of the Shareholder(s)

Signature of Proxy

**Notes:**

- Members/Proxy Holders are requested to bring this slip with them when they come to the Meeting and hand it over at the entrance of the Meeting Hall. The Proxy Holder shall prove his/her identity at the time of attending the meeting. Proxies are requested to carry a photo identity to the AGM Hall.
- Shareholder/Proxy Holder is requested to bring their copies of the Annual Report and Accounts with them to the Meeting.
- The Company is providing e-voting facility for the Resolutions contained in the Notice convening the 34<sup>th</sup> Annual General Meeting. The procedure for e-voting has been mentioned in the said Notice. Your User ID and Password for e-voting purposes are given below:

**EVEN (E-voting Event Number)****USER ID****PASSWORD**

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

**Commencement of remote e-voting****End of Remote e-voting****May 4, 2025 from 9.00.A.M. (IST)****May 7, 2025 till 5.00 P.M. (IST)**

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



**VESUVIUS INDIA LIMITED****CIN:** L26933WB1991PLC052968**Registered Office:** P-104, Taratala Road, Kolkata 700088 **Tel:** +91 33 61090500**Email:** vesuviusindia@vesuvius.com, **Website:** www.vesuviusindia.in**PROXY FORM [MGT-11]**

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, May 8, 2025, at 10:30 A.M. (IST), at G. D. Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution no. and description                                                                  | Optional (✓) |         |
|-------------------------------------------------------------------------------------------------|--------------|---------|
|                                                                                                 | For          | Against |
| <b>Ordinary Business – Ordinary Resolution</b>                                                  |              |         |
| 1 Adoption of Audited Financial Statements for the year ended on 31.12.2024                     |              |         |
| 2 Declaration of Dividend for the year ended on 31.12.2024                                      |              |         |
| 3 Re-appointment of Mr. Henry J. Knowles, as a Director liable to retire by rotation            |              |         |
| 4 Re-appointment of Mr. Nitin Jain, as a Director liable to retire by rotation                  |              |         |
| <b>Special Business – Ordinary Resolution</b>                                                   |              |         |
| 5 Appointment of Secretarial Auditor and fix their Remuneration                                 |              |         |
| 6 Approval for splitting/sub-division of the Company's Equity Shares                            |              |         |
| 7 Approval for amendments in the Memorandum of Association of the Company                       |              |         |
| 8 Approval for adoption of new set of Articles of Association of the Company                    |              |         |
| 9 Ratification of remuneration of Cost Auditors for the financial year ending December 31, 2025 |              |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Signature of Shareholder(s) \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp

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

