



VESUVIUS INDIA LIMITED

CIN: L26933WB1991PLC052968

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

Tel: +91 33 61090500 Fax: +91 33 24013976

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

Notice of 32nd Annual General Meeting

NOTICE is hereby given that the **Thirty Second (32nd) Annual General Meeting ("AGM")** of the Members of **Vesuvius India Limited (the "Company")** will be held on Wednesday, May 3, 2023, 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 receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on December 31, 2022 and 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 an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended on December 31, 2022 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, 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 recommendation of the Board of Directors, dividend at the rate of Rs 8.25 (Rupees Eight and Twenty Five Paise 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 on December 31, 2022 on 2,02,96,080 (Two crores two lakhs ninety-six thousand and eighty) Equity Shares of the Company."

3. To reappoint Mr Nitin Jain (Managing 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 Nitin Jain (DIN: 07934566), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Article 101 of the Company's Articles of Association, be and is hereby reappointed as a Director of the Company."

Special Business:

4. To ratify the remuneration of Cost Auditors of the Company for the financial year ending on December 31, 2023, 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 Jithendra Kumar & Co., Cost Accountants, (Firm Registration No. 103347), who has 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, 2023, 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

Date: February 27, 2023

By order of the Board of Directors

Vesuvius India Limited

Registered Office:

P-104, Taratala Road, Kolkata 700088

Vikram Singh
Company Secretary and Compliance Officer
Membership No. A16381

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 Annual General Meeting, are annexed hereto. The said Statement 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 Regulation 36 of the SEBI LODR, in respect of the directors seeking appointment / re-appointment, form part of this Notice convening the 32nd Annual General Meeting (AGM/ Meeting) 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 person or shareholder.

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 Meeting, the Member whose name appears as the first holder 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 through TAB at the AGM venue.
8. The Notice of the AGM along with the Annual Report 2022 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 is being dispatched through permissible mode to those Members whose e-mail addresses are not registered with the Company. Members may note that the Notice along with the Annual Report 2022 will also be available on the website of the Company at www.vesuviusindia.in and may

also be accessed from the relevant section of the websites of the stock exchanges i.e., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. These will also be available on the website of NSDL at www.evoting.nsdl.com and on the website of Company's Registrar and Transfer Agent (RTA), M/s C B Management Services (P) Limited ("CB Management") at www.cbmsl.com. The physical copy of the Notice along with Annual Report 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 physical shares:**

Individual letters are being sent by the Company once again to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/ 2021/655 dated November 3, 2021. A copy of such forms is available on the website of the Company at www.vesuviusindia.in as well on the website of our RTA at www.cbmsl.com.

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. However, the securities in the frozen folios shall be eligible to lodge grievance or avail service request from the RTA and eligible for payment of dividend only through electronic mode only after furnishing the complete documents / details as aforesaid. If such securities continue to remain frozen as of December 31, 2025, they 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.

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)

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 IDs by contacting their respective 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 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 **Wednesday, April 26, 2023** 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 **Wednesday, April 26, 2023** ("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 Saturday, April 29, 2023 to 5.00 p.m. on Tuesday, May 2, 2023**, both days inclusive. Remote e-voting will be disabled after 5.00 p.m. on Tuesday, May 2, 2023.

The facility for voting, through electronic voting system (i.e., e-voting from TAB) shall also be made available at the AGM venue and Members attending the Meeting who have not already 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 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 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 20, 2023 to the Members whose names appear on the Company's Register of Members as on the Record Date (i.e., **April 26, 2023**) 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 read with Schedule I of the SEBI LODR requires 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 Shareholders concerned on February 22, 2023 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 Sections 124, 125 and other applicable provisions of the Act, read with Rules made thereunder, 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 25th Annual General Meeting of the Company held on May 4, 2016, and remains unclaimed until May 20, 2023, to the Investor Education and Protection Fund ("IEPF") of the Central Government in June 2023. The concerned shareholders are requested to claim their dividend on or before May 20, 2023. 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 22, 2023 and newspaper notice in this regard has also been published on February 25, 2023.

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

- a. In terms of the provisions mentioned herein above, the dividend for the financial year ended December 31, 2014, declared at the 24th Annual General Meeting of the Company held on May 7, 2015, which remained unclaimed for 7 (seven) years, amounting to Rs 5.14 Lakhs, had been transferred to the IEPF account of the Central Government in the month of June 2022. In compliance with the said provisions, before transferring such dividends to the IEPF Account, individual notices had been sent to the concerned shareholders on February 4, 2022, and a newspaper notice has also been published on February 10, 2022, in this regard.
- b. Adhering to the aforesaid provisions, the Company had 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, that is, July 7, 2022, 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 February 4, 2022, 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 10, 2022, in this regard.

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 IEPF-5 which is available on the website 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 website www.iepf.gov.in. Such details are also available on the website of the Company at www.vesuviusindia.in.

20. Dematerialisation of physical shares: Members may please note that the SEBI vide its Circular dated January 25, 2022, has mandated for listed companies to issue 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.

Member are requested to make service requests by submitting a duly filled and signed Form(s) as applicable to them, in the format available on the website of the Company as well as our RTA. The RTA after verification of such request shall issue a 'Letter of Confirmation' in lieu of physical securities certificate(s), and the concerned shareholders would be required to dematerialise their shares within 120 days from the date of issuance of 'Letter of Confirmation'.

Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

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 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 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 and can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com, respectively and the Notice is also available on the website of NSDL (agency for providing the Remote e-voting facility) i.e., www.evoting.nsdl.com.
- c) 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 cast their vote again at the Meeting.
- 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 e-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 e-voting, is Wednesday, April 26, 2023 ("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 April 26, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in 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 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 26, 2023 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 Anjan 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 vote 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 attend and vote on their behalf at the meeting, to the Scrutinizer through e-mail at akroyco@yahoo.co.in and anjanroy_2003@yahoo.co.in with the subject line "Vesuvius India Limited – 32nd AGM" with a copy marked to our RTA at ranarc@cbmsl.co and NSDL at evoting@nsdl.co.in. 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 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 or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.
- k) 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 at the AGM venue: The details of the process and manner for voting electronically are mentioned below:

The remote e-voting period begins on **Saturday, April 29, 2023 at 9.00 a.m.** and ends on **Tuesday, May 2, 2023 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., **April 26, 2023**, 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 **April 26, 2023**.

Step 1: Access to NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system

Details on Step 1 are mentioned below:

a) Login method for e-voting for Individual Shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Type of Shareholders	Login Method
	4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - 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. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

- b) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
 - Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
 - A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

- iv. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical

Your User ID is:

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

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

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

(b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

(c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

(a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

(b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

(c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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:

- 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.
- 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.
- EVEN for Vesuvius India Limited is 123726.
- Now you are ready for e-voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

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

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

- a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) and by submitting duly filled and signed Form ISR-1 with the CB Management at ranarc@cbmsl.co.
- b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to vesuviusindia@vesuvius.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 A) Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- c) Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

C. Other Information:

1. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and e-Voting done at the AGM in the presence of at least two witnesses not in the employment of the Company and shall submit, within a period not exceeding two working days from the conclusion of the AGM, 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 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, and on the website of NSDL, www.nsdl.com immediately after the declaration of result by the Chairman or the Managing Director, as the case may be. 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 by a requisite majority, shall be deemed to be passed on the date of the AGM.
4. Documents pertaining to all the items of business to be transacted at the AGM are open for inspection at the Registered Office of the Company during 12.00 p.m. to 2.00 p.m. on all working days upto and including the date of the AGM.

Place: Kolkata

Date: February 27, 2023

By order of the Board of Directors

Vesuvius India Limited

Registered Office:

P-104, Taratala Road, Kolkata 700088

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 Business set out in item no. 4 of the accompanying Notice dated February 27, 2023:-

Item No 4: Ratification of remuneration of Cost Auditors

The Board of Directors on the recommendation of the Audit Committee, at their meeting held on February 27, 2023 have appointed M/s Jithendra Kumar & Co., Cost Accountants (Membership no. 36220), of Visakhapatnam (Firm registration no. 103347) as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending on December 31, 2023. The remuneration of the Cost Auditors has been fixed at Rs 1,10,000/- plus GST, if applicable, and reimbursement of out of pocket expenses at actuals.

Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 require that the remuneration of the Cost Auditor should be ratified subsequently by the Members of the Company and hence appended resolution is being proposed to be passed by the Members of the Company.

The consent letter of M/s Jithendra Kumar & Co., Cost Accountants, will be available for inspection of Members at the Registered Office of the Company between 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 for ratification of remuneration to be paid to the Cost Auditor of the Company for financial year ending on December 31, 2023 by way of an Ordinary Resolution.

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.

Place: Kolkata

Date: February 27, 2023

By order of the Board of Directors

Vesuvius India Limited

Registered Office:

P-104, Taratala Road, Kolkata 700088

Vikram Singh

Company Secretary and Compliance Officer

Membership No. A16381

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 Nitin Jain (aged : 42 years)
DIN	07934566
Profile	Mr Jain has more than 19 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	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	He has expertise in Business Operations, Business Strategy, Sales & Marketing, and Technology
Directorships and Membership / Chairmanship of other Boards	Nil
No. of shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None

Place: Kolkata
Date: February 27, 2023

By order of the Board of Directors
Vesuvius India Limited

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

Vikram Singh
Company Secretary and Compliance Officer
Membership No. A16381



VESUVIUS INDIA LIMITED

CIN: L26933WB1991PLC052968

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

Tel: +91 33 61090500 Fax: +91 33 24013976

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

Attendance Slip

Reg. Folio No./DP ID & 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 32nd Annual General Meeting of the Company held on Wednesday, May 3, 2023, at 10:30 A.M. (IST), at G. D. Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019 or any adjournment thereof.

Signature of the Shareholder(s)

Signature of Proxy

Notes:

- Members/Proxyholders 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/Proxyholder 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 32nd 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

April 29, 2023 from 9.00 a.m.

May 2, 2023 till 5.00 p.m.

- TAB 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 attends the AGM.



VESUVIUS INDIA LIMITED

CIN: L26933WB1991PLC052968

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

Tel: +91 33 61090500 Fax: +91 33 24013976

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 Wednesday, May 3, 2023, at 10:30 A.M. (IST), at G. D. Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019 or any adjournment thereof and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no. and description

Optional (✓)

Ordinary Business – Ordinary Resolution

For

Against

1 Approval and Adoption of Audited Financial Statements for the year ended on December 31, 2022

2 Declaration of Dividend

3 Re-appointment of Mr Nitin Jain (DIN: 07934566), who retires by rotation as Director

Special Business – Ordinary Resolution

4 Ratification of remuneration payable to Cost Auditors M/s Jithendra Kumar & Co., Cost Accountants for the financial year ending December 31, 2023

Signed this _____ day of _____ 2023

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.