ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

To,

Date: 05/05/2015

The Chairman
Vesuvius India Limited
P-104, Taratala Road,
Kolkata – 700 088

Sub: Scrutinizer's Report on the Electronic Voting for and in respect of the 24th Annual General Meeting of the members of M/s. Vesuvius India Limited to be held on 7th of May, 2015.

Dear Sir,

Please find enclosed herewith The Scrutinizer's Report dated 05/05/2015 on the Electronic Voting for and in respect of the 24th Annual General Meeting of **M/s. Vesuvius India Limited** to be held on 7th of May, 2015.

Regards,

FOR, **ANJAN KUMAR ROY & CO.**
Company Secretaries

ANJAN KUMAR ROY & CO. Company Secretaries

ANJAN KUMAR ROY
FCS
Scrutinizer for and in respect of the E Voting process
of M/s. Vesuvius India Limited related to their 24th
AGM to be held on 07/05/2015

Place: Kolkata
Enclosures: as above

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/ anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos. 9830201949/9831891949.

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COMPANY SECRETARIES

To,

Date: 05/05/2015

The Chairman
Vesuvius India Limited
P-104, Taratala Road,
Kolkata – 700 088

Sub: Scrutinizer's Report on the Electronic Voting for and in respect of the 24th Annual General Meeting of the members of M/s. Vesuvius India Limited to be held on 7th of May, 2015.

Dear Sir,

(A) I have been appointed as the Scrutinizer by **M/s. Vesuvius India Limited ("the company", here in after),** vide a resolution passed by the Board of Directors of the Company, on the 24th Day of February, 2015 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Clause 35B of the Standard Listing Agreement with Stock Exchanges to carry out the scrutiny of the electronic voting, for and in respect of the 6 resolutions as mentioned herein below, as intimated to me vide the letter dated 24th Day of February, 2015 of the Company Secretary of the company.

(B) Pursuant to the provisions of section 108 of the Companies Act, 2013 read with the relevant rules thereof and read with the provisions of Clause 35B of the Standard Listing Agreement with Stock Exchanges, I have conducted the scrutiny of the aforesaid electronic voting process in respect of the aforesaid resolutions no. 1 to 6 and in respect of the aforesaid Annual General Meeting (said "AGM" here in after) of the Company to be held on 7th of May, 2015. **I submit my report hereunder:**

i. As per the information and documents provided to me, by the officers of the Company, the Company has completed the dispatch of the relevant notice dated 24/02/2015, along with statement setting out material facts under section 102 of the Companies Act 2013, convening the said AGM, to the members of the Company by E- mail on 31st Day of March, 2015 and by registered post and courier service on 6th Day of April, 2015. Further, I have been informed by the officers of the Company and have personally verified that the relevant notice of the aforesaid AGM has been placed on the website of the Company.

ii. The relevant notice of the said AGM, as above, mentioned, *inter alia*, that the business might be transacted through electronic voting system, which the company was providing.

iii. The relevant notice of the said AGM, as advertised, indicated the time period for the said electronic voting.

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iv. I have been shown by the officers of the company, the relevant advertisement of the said notice, in **"Business Standard"** and in **"Sanbad Pratidin"** published on Friday, the 17th Day of April, 2015 containing the following information:

a. Statement that the business may be transacted by electronic voting.

b. The date of completion of sending of notices.

c. The date and time of commencement of voting through electronic means.

d. The date and time of end of voting through electronic means.

e. The statement that voting shall not be allowed beyond the said date and time mentioned in (d.) above.

f. Website address of the Company, where notice of the aforesaid Annual General Meeting was displayed.

g. Contact details of the persons responsible to address the grievances connected with the electronic voting.

v. That to the best of my understanding the electronic voting for the aforesaid resolutions were open for 3 days i.e., from 9:00 A.M. on 1st of May, 2015 to 6:00 P.M. on 3rd of May, 2015.

vi. That to the best of my understanding the portal i.e., www.evoting.nsdl.com, where electronic voting process was provided, was blocked at 6.00 P.M. on 3rd of May, 2015.

vii. That the said portal i.e., www.evoting.nsdl.com was unblocked by me on 4th of May, 2015 in the presence of the following persons as witnesses:

a. Mr. Ranjan Kumar Gupta Ranjan Kumar Gupta

b. Mr. Shouvik Dawn Shouvik Dawn

who are not in the employment of the Company and who have put their signatures alongside their names as above.

viii. The results of the said electronic voting has been provided to me, containing the detail of votes cast by electronic mode, by **M/s. National Securities Depository Limited**, the agency which was appointed by the company to provide and maintain and which provided and maintained the electronic voting platform for the aforesaid electronic voting, in respect of the aforesaid 6 resolutions.

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ix. The record date for determining eligibility to cast vote was on 24/03/2015 and such persons who were the members of the company as on the said record date were entitled to vote on the relevant resolutions.

(C) That the details of voting through electronic means, in respect of the said 6 Resolutions, are as hereunder:

Item No. 1

To receive, consider and adopt the Audited Financial Statements for the year ended on December 31, 2014, and the Reports of the Directors and Auditors thereon and to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED** that the Statement of Profit and Loss for the year ended on December 31, 2014, the Balance Sheet as on that date and annexures thereto, the Cash Flow Statement for the year ended on December 31, 2014, the Reports of Auditors and Directors thereon be and are hereby received and adopted."

i. Voted in **favour** of the resolution:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
28	15728452	100.00

ii. Voted **against** the resolution:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
0	0	00.00

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iii. **Invalid** Votes:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
N/A	N/A	N/A

Item No. 2

To declare final dividend for the year ended on December 31, 2014 and to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED** that pursuant to the recommendation of the Directors, dividend at the rate of Rs 6/- per share, out of the current profits of the Company for the year ended on December 31, 2014 on 20,296,080 (Twenty million two hundred and ninety six thousand and eighty) Equity Shares of the Company, be and is hereby declared and that the same be paid to those Members whose names appear on the Company's Register of Members as on May 7, 2015."

i. Voted in **favour** of the resolution:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
28	15728452	100.00

ii. Voted **against** the resolution:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
0	0	00.00

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iii. **Invalid** Votes:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
N/A	N/A	N/A

Item No. 3

To appoint a Director in place of Mr. Biswadip Gupta, who retires by rotation and being eligible, offers himself for reappointment and to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED** that Mr. Biswadip Gupta (DIN No. 00048258), who retires by rotation from the Board of Directors pursuant to the provisions of section 152 of the Companies Act, 2013 and under Article 101 of the Company's Articles of Association be and is hereby re-appointed a Director of the Company."

i. Voted in **favour** of the resolution:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
26	15719786	100.00

ii. Voted **against** the resolution:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
0	0	00.00

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ANJAN KUMAR ROY & CO. Company Secretaries

iii. **Invalid** Votes:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
N/A	N/A	N/A

Item No. 4

To appoint a Director in place of Mr. Yves M.C.M.G. Nokerman, who retires by rotation and being eligible, offers himself for reappointment and to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED** that Mr. Yves M.C.M.G. Nokerman (DIN No. 02283776), who retires by rotation from the Board of Directors pursuant to the provisions of section 152 of the Companies Act, 2013 and under Article 101 of the Company's Articles of Association be and is hereby re-appointed a Director of the Company."

i. Voted in **favour** of the resolution:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
27	15726650	99.9885

ii. Voted **against** the resolution:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
1	1802	0.0115

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iii. **Invalid** Votes:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
N/A	N/A	N/A

Item No. 5

To appoint Auditors of the Company and to fix their remuneration and, in this connection, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED** that, pursuant to the provisions of Section 139 of the Companies Act, 2013, Messrs B S R & Co. LLP, Chartered Accountants, of Godrej Waterside, Unit No 603 & 604, 6th floor, Tower I, Plot No 5, Block DP, Sector V, Salt Lake, Kolkata 700091 (Firm's Registration no. 101248W/W-100022) be and are hereby appointed Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the twenty-sixth Annual General Meeting of the Company at a remuneration and on terms plus out-of-pocket expenses as may be determined by the Board of Directors of the Company and the said appointment be placed for ratification by the Members at the twenty-fifth Annual General Meeting of the Company."

i. Voted in **favour** of the resolution:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
28	15728452	100.00

ii. Voted **against** the resolution:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
0	0	00.00

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iii. **Invalid** Votes:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
N/A	N/A	N/A

Item No. 6

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

"**RESOLVED** that pursuant to the provisions of section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder, Mr Biswadip Gupta, Director of the Company, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a term of upto five consecutive years with effect from May 7, 2015."

i. Voted in **favour** of the resolution:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
26	15719786	100.00

ii. Voted **against** the resolution:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
0	0	00.00

iii. **Invalid** Votes:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
N/A	N/A	N/A

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(D) A comprehensive chart showing the details of votes cast through E Voting is attached with this report as **Annexure A.**

(E) The Register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

FOR, **ANJAN KUMAR ROY & CO.**
Company Secretaries

ANJAN KUMAR ROY
FCS 5684
CP 4557

Scrutinizer for and in respect of the E Voting process
of M/s. Vesuvius India Limited related to their
24th AGM to be held on 07/05/2015

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COMPANY SECRETARIES

"Annexure A"

M/s. Vesuvius India Limited
Annual General Meeting to be held on 07/05/2015
E Voting Period 01/05/2015 to 03/05/2015

Comprehensive results of E Voting

Resolution No.	No. of Voters	No. of Shares /votes held	No. of Shares /votes exercised	No. of Shares/votes exercised in favour	No. of Shares/ Votes exercised in against	Total % of votes, cast in favour	Total % of votes, cast in against
1	28	15728452	15728452	15728452	0	100.00	0.00
2	28	15728452	15728452	15728452	0	100.00	0.00
3	26	15719786	15719786	15719786	0	100.00	0.00
4	28	15728452	15728452	15726650	1802	99.9885	0.0115
5	28	15728452	15728452	15728452	0	100.00	0.00
6	26	15719786	15719786	15719786	0	100.00	0.00

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