ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

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

Date: 10/04/2018

Sub: Scrutinizer's Report on the "Remote E – Voting" and "Voting through Ballot at the venue" for and in respect of the 27th Annual General Meeting of the members of M/s. Vesuvius India Limited held on Tuesday, 10th of April, 2018.

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 16th Day of February, 2018 pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to carry out the scrutiny of the "Remote E – Voting" and "Voting through Ballot at the venue", for and in respect of the 5 resolutions as mentioned herein below and as mentioned in the Notice dated 16th of February,2018, of the 27th Annual General Meeting of the company held on 10th April, 2018 (**"AGM" here in after**).

(B) Pursuant to the provisions of section 108 of the Companies Act, 2013 read with the relevant rules thereof and read with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I have conducted the scrutiny of the aforesaid "Remote E – Voting" and "Voting through Ballot at the venue", in respect of the following resolutions no. 1 to 5 and in respect of the aforesaid "AGM" of the company. **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 16/02/2018, alongwith statement setting out material facts under section 102 of the Companies Act 2013, convening the aforesaid AGM, to the members of the company by E-mail on 9th Day of March, 2018 and by speed post on 10th Day of March, 2018. 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 aforesaid AGM, as above mentioned, *inter alia*, that the business shall be transacted through remote e-Voting as well as voting by ballot at the venue of AGM. The Notice also mentioned that members who have not participated in remote e-Voting would be entitled to participate in Voting by ballot at the venue of the aforesaid AGM. The notice further mentioned that

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 2475 0112. Hand Held Nos. 9830201949/9831891949.

ANJAN KUMAR ROY & CO. • Company Secretaries the system for remote e-Voting and voting by ballot at the venue of the AGM would be provided by the company.

iii. The relevant notice of the aforesaid AGM, as advertised, indicated the time period for the said remote e-Voting.

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 Tuesday, the 13th Day of March, 2018 containing the following information:

a. Statement that the business may be transacted by e-Voting;

b. The date of completion of sending of notices;

c. The date and time of commencement of remote e-voting;

d. The date and time of end of remote e-voting;

e. Cut-off date;

f. The manner in which persons who have acquired shares and become members of the company after the dispatch of notice may obtain the login ID and password;

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

h. The statement regarding the manner in which the company shall provide for voting by members present at the meeting;

i. The statement that a member may participate in the general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the meeting;

j. The statement that the persons who are the members as on cut-off date, only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting;

k. Website address of the company, where notice of the aforesaid Annual General Meeting was displayed.

l. Contact details of the persons responsible to address the grievances/queries connected with the e-Voting.

v. That to the best of my understanding the Remote e-Voting for the aforesaid resolutions were open for 4 days i.e., from 9:00 A.M. on 6th of April, 2018 to 5:00 P.M. on 9th of April, 2018.

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vi. That to the best of my understanding the portal i.e., www.evoting.nsdl.com, where remote e-Voting system was provided, was blocked at 5.00 P.M. on 9th of April, 2018.

vii. That the company provided a facility for casting the vote by physical ballot at the venue of the aforesaid AGM for voting to such members who had not participated in the remote e-Voting. The voting by physical ballot was closed after approximately 30 minutes of the termination of the AGM and after the last member left the venue.

viii. That the said Remote E - voting at portal www.evoting.nsdl.com was unblocked by me at 1.52 P.M. on 10th Day of April, 2018, that is after the voting by physical ballots were completed and counted. The said Remote E - voting was unblocked by me in the presence of the following persons;

a. Mr. Sourav Kumar Lal Sourav Kumar Lal

b. Ms. Sukhjit Kaur Sukhjit Kaur

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

ix. The results of the said remote e-Voting containing the detail of votes cast, has been provided to me 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 e-Voting platform for the aforesaid remote e-Voting, in respect of the aforesaid 5 resolutions.

x. To the best of my understanding the relevant details of the aforesaid e-Voting process in respect of the aforesaid resolutions have been entered into a register, electronically as per the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, read with Section 108 of the Companies Act, 2013, by National Securities Depository Limited and are available as on this day at the website http://www.evoting.nsdl.com.

xi. The cut-off date for determining eligibility to cast vote was on 03/04/2018 and such persons who were the members of the company as on the said cut-off date were entitled to vote on the relevant resolutions.

(C) That the details of "Remote E – Voting" and "Voting through Ballot at the venue", in respect of the said 5 Resolutions, are as hereunder:

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Item No. 1

Ordinary Resolution, Ordinary Business:
Approval and Adoption of Annual Accounts for the year ended 31.12.2017

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

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	48	15555379	95.4642
Through Ballot	78	739074	4.5357
Total	126	16294453	99.9999

ii. Voted **against** the resolution:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	2	6	0.0000
Through Ballot	0	0	0.0000
Total	2	6	0.0000

iii. **Invalid** Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)
Remote e-voting	NIL	NIL
Through Ballot	8	137
Total	8	137

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Item No. 2

Ordinary Resolution, Ordinary Business:
Declaration of Dividend

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

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	48	15555379	95.4642
Through Ballot	78	739074	4.5357
Total	126	16294453	99.9999

ii. Voted **against** the resolution:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	2	6	0.0000
Through Ballot	0	0	0.0000
Total	2	6	0.0000

iii. **Invalid** Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)
Remote e-voting	NIL	NIL
Through Ballot	8	137
Total	8	137

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Item No. 3

Ordinary Resolution, Ordinary Business:
Re-appointment of Mr. Tanmay Kumar Ganguly (DIN No. 01272338), who retires by rotation, as Director

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

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	42	15543219	95.3896
Through Ballot	77	738974	4.5351
Total	119	16282193	99.9247

ii. Voted **against** the resolution:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	8	12166	0.0747
Through Ballot	1	100	0.0006
Total	9	12266	0.0753

iii. **Invalid** Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)
Remote e-voting	NIL	NIL
Through Ballot	8	137
Total	8	137

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Item No. 4

Ordinary Resolution, Ordinary Business:
Ratification of Appointment of M/s. Price Waterhouse Chartered Accountants LLP as Auditors of the Company

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

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	46	15555269	95.4635
Through Ballot	78	739074	4.5357
Total	124	16294343	99.9992

ii. Voted **against** the resolution:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	4	116	0.0007
Through Ballot	0	0	0
Total	4	116	0.0007

iii. **Invalid** Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)
Remote e-voting	NIL	NIL
Through Ballot	8	137
Total	8	137

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Item No. 5

Ordinary Resolution, Special Business:
Appointment of Mr. Patrick Georges Felix Andre (DIN No. 07619754) as Director

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

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	42	15543219	95.3896
Through Ballot	78	739074	4.5357
Total	120	16282293	99.9253

ii. Voted **against** the resolution:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	8	12166	0.0747
Through Ballot	0	0	0
Total	8	12166	0.0747

iii. **Invalid** Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)
Remote e-voting	NIL	NIL
Through Ballot	8	137
Total	8	137

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(D) The Register, all other papers and relevant records relating to e-Voting and voting by ballot 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

ANJAN KUMAR ROY & CO. Company Secretaries

Scrutinizer for and in respect of the e-Voting process and Voting through Ballot at the venue of M/s. Vesuvius India Limited related to their 27th AGM held on 10/04/2018

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