

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

To,

Date: 25/04/2019

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

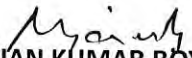
Sub: Scrutinizer's Report on the "Remote E – Voting" and "Voting through Ballot at the venue" for and in respect of the 28th Annual General Meeting of the members of M/s. Vesuvius India Limited held on Tuesday, 25th of April, 2019.

Dear Sir,

Please find enclosed herewith, The Scrutinizer's Report dated 25/04/2019 on the "Remote E – Voting" and "Voting through Ballot at the venue", for and in respect of the 28th Annual General Meeting of M/s. Vesuvius India Limited held on 25th of April, 2019.

Regards,

FOR, ANJAN KUMAR ROY & CO.
Company Secretaries


ANJAN KUMAR ROY
FCS



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 28th AGM held on 25/04/2019

Place: Kolkata

Enclosures: as above

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

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

Date: 25/04/2019

Sub: Scrutinizer's Report on the "Remote E – Voting" and "Voting through Ballot at the venue" for and in respect of the 28th Annual General Meeting of the members of M/s. Vesuvius India Limited held on Thursday, 25th of April, 2019.

Dear Sir,

- (A) I have been appointed as the Scrutinizer by M/s. Vesuvius India Limited ("the Company", hereinafter), vide a resolution passed by the Board of Directors of the company, on the 27th Day of February, 2019 pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS 2) issued by the Institute of Company Secretaries of India, to carry out the scrutiny of the "Remote E – Voting" and "Voting through Ballot at the venue", for and in respect of the 7 resolutions as mentioned herein below and as mentioned in the Notice dated 27th of February, 2019, convening the 28th Annual General Meeting of the company held on 25th April, 2019 ("AGM" hereinafter).
- (B) Pursuant to the provisions of section 108 of the Companies Act, 2013 read with the relevant rules, regulations and standards mentioned in the paragraph (A) of the report, 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 7 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 27/02/2019, 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 28/03/2019 and by speed post on 28/03/2019. 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.

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anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 2475 0112. Hand Held Nos.
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- ii. The relevant notice of the aforesaid AGM, as above, *inter alia*, mentions 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 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, published in English daily newspaper, "**Business Standard**" and in Bengali daily newspaper "**Sanbad Pratidin**" both dated Friday, the 29th Day of March, 2019 containing the following information:
 - a. Statement that the business may be transacted through voting by electronic means.
 - 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 a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the 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 and of the agency, where notice of the aforesaid Annual General Meeting was displayed.



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- I. name, designation, address, e-mail id and phone number of the person responsible to address the grievances connected with facility for voting by electronic means.
- 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 21st of April, 2019 to 5:00 P.M. on 24th of April, 2019.
- vi. That to the best of my understanding the portal i.e., www.evoting.nsdl.com, where remote e-Voting system was provided, was disabled at 5.00 P.M. on 24th of April, 2019.
- vii. That the Company provided a facility for casting the vote by physical ballot at the venue of the aforesaid AGM for voting by 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 2:21 P.M. on 25th Day of April, 2019, 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. Ms. Priyanka Desai *Priyanka Desai*
- b. Mr. Jeevan Kumar Jha *Jeevan Kumar Jha*
- 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 7 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 18/04/2019 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 7 Resolutions, are as hereunder:

Office Address : GR 1, Gouri Bhaban, 28A Gurupada Halder, Kolkata- 700 026. E-mail: akroyco@yahoo.co.in/
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COMPANY SECRETARIES

Item No. 1

Ordinary Resolution, Ordinary Business:

Approval and Adoption of Annual Accounts for the year ended 31.12.2018

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	39	15365298	99.99
Through Ballot	73	715	0.00
Total	112	15366013	99.99

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	1	150	0.00
Through Ballot	0	0	0
Total	1	150	0.00

iii. **Invalid** Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)
Remote e-voting	0	0
Through Ballot	8	1410
Total	8	1410

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COMPANY SECRETARIES

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	39	15365298	99.99
Through Ballot	72	705	0.00
Total	111	15366003	99.99

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	1	150	0.00
Through Ballot	1	10	0.00
Total	2	160	0.00

iii. **Invalid** Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)
Remote e-voting	0	0
Through Ballot	8	1410
Total	8	1410

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COMPANY SECRETARIES

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	27	15251047	99.25
Through Ballot	68	559	0.00
Total	95	15251606	99.25

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	11	114298	0.74
Through Ballot	4	4	0.00
Total	15	114302	0.74

iii. **Invalid** Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)
Remote e-voting	0	0
Through Ballot	8	1410
Total	8	1410

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Item No. 4

Ordinary Resolution, Special Business:

Appointment of Mr. Jan Roel van der Sluis (DIN No. 08276227) 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	36	15365194	99.995
Through Ballot	69	559	0.00
Total	105	15365753	99.99

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	151	0.00
Through Ballot	3	4	0.00
Total	5	155	0.00

iii. **Invalid** Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)
Remote e-voting	0	0
Through Ballot	8	1410
Total	8	1410



ANJAN KUMAR ROY & CO.

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Item No. 5

Ordinary Resolution, Special Business:

Appointment of Mr. Ritesh Dungarwal (DIN No. 08136275) as Managing Director for a period of five years effective from January 1, 2019.

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	35	15365193	99.99
Through Ballot	69	560	0.00
Total	104	15365753	99.99

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	3	152	0.00
Through Ballot	3	3	0.00
Total	6	155	0.00

iii. **Invalid** Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)
Remote e-voting.	0	0
Through Ballot	8	1410
Total	8	1410



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Item No. 6

Special Resolution, Special Business:

Re-appointment of Mr Sudipto Sarkar (DIN No. 00048279) as Independent Director for a further five year term from April 29, 2019.

iv. 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	34	15262895	99.33
Through Ballot	67	557	0.00
Total	101	15263452	99.33

v. 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	102450	0.67
Through Ballot	5	6	0.00
Total	9	102456	0.67

vi. **Invalid** Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)
Remote e-voting	0	0
Through Ballot	8	1410
Total	8	1410



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Item No. 7

Ordinary Resolution, Special Business:

Approval of remuneration of Cost Auditors M/s Jithendra Kumar & Co, Cost Accountants.

vii. 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	37	15365195	99.99
Through Ballot	71	560	0.00
Total	108	15365755	99.99

viii. 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	1	150	0.00
Through Ballot	0	0	0.00
Total	1	150	0.00

ix. **Invalid** Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)
Remote e-voting	0	0
Through Ballot	8	1410
Total	8	1410

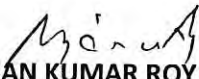


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- (D) The Register, all other papers and relevant records relating to e-Voting and voting by ballot shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will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

FOR, ANJAN KUMAR ROY & CO.
Company Secretaries


ANJAN KUMAR ROY
FCS 5684
CP 4557



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 28th AGM held on 25/04/2019