

ANJAN KUMAR ROY & CO
COMPANY SECRETARIES
A Peer Reviewed Firm

Pursuant to the Guidelines issued by the Institute of Company Secretaries of India

UDIN: F005684D000275239

Date: May 06, 2022

To
The Chairman
M/s. Vesuvius India Limited
P-104 Taratala Road
Kolkata 700 088

Sub: Scrutinizer's Report on the "Remote Electronic Voting" and "Electronic Voting during the Annual General Meeting", in respect of the resolutions contained in the notice of the 31st Annual General Meeting of M/s. Vesuvius India Limited (CIN No: L26933WB1991PLC052968), held on May 06, 2022 through Video Conference / Other Audio-Visual Means.

Dear Sir,

(A) I, Mr. Anjan Kumar Roy (FCS: 5684 and C.P. No.: 4557), Proprietor of M/s. Anjan Kumar Roy & Co., Company Secretaries, Kolkata, have been appointed, as the Scrutinizer by the Board of Directors of **M/s. Vesuvius India Limited** (here in after to be referred as "**the Company**") vide the resolution passed at their meeting held on February 24, 2022, pursuant to Section 108 of the Companies Act 2013 ("**the Act**"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 ("**the Rules**"), and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("**the SEBI LODR**"), to carry out the scrutiny of the votes in a fair and transparent manner casted by the members of the Company through "Remote Electronic Voting" (here in after to be referred as "**Remote E – Voting**") and "Electronic Voting during the Annual General Meeting" (here in after to be referred as "**E – Voting during the AGM**"), in respect of the resolutions set forth in the notice of the 31st Annual General Meeting of the Company, held on May 06, 2022 (here in after to be referred as "**AGM**").

(B) The aforesaid AGM has been held through Video Conference / Other Audio-Visual Means, without the physical presence of members, pursuant to General Circular No. 21/2021 dated December 14, 2021 issued by the Ministry of Corporate Affairs, Government of India (in continuation of its earlier General Circular Nos. 20/2020, 2/2021, and 19/2021 dated May 05, 2020, January 13, 2021, and December 08, 2021 respectively). Pursuant to the provisions of Section 108 of the Act read with the Rules and the SEBI LODR and the requirements of Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India. I have conducted the scrutiny of the aforesaid "Remote E – Voting" and "E- Voting during the AGM", in respect of the resolutions no. 1 to 6, as mentioned below in paragraph (C) of this report. I submit my report hereunder:



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- i. As per the information and documents provided to me, by the officers of the Company through E-mail, on April 12, 2022, the Notice dated February 24, 2022 convening the 31st AGM ("the Notice"), along with the Annual Report were sent through electronic mode to the Members whose email addresses were registered with the Company/Depositories/RTA in compliance with the MCA Circulars and physical copies of the Notice of the AGM along with the Annual Report have also been dispatched through speed post to the Members whose email addresses were not registered with the Company / Depositories / RTA. Further, the Company had uploaded the Notice of the AGM on the Company's website, and on the websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited, and on the website of Company's Registrar and Transfer Agent (RTA), M/s C B Management Services (P) Limited and on the website of NSDL.
- ii. The Notice of the AGM, mentioned *inter alia* that the business would be transacted through Video Conference / Other Audio Visual Means at the said AGM, the necessary facilities being provided by the Company through E - Voting services provided by the National Securities Depository Limited (here in after to be referred as "NSDL")
- iii. Prior to dispatch of the Notice and the Annual Report, the requisite advertisement pursuant to the Rules and the MCA Circulars containing all required information was published by the Company on March 30, 2022, in "Business Standard" (English) (All Editions) and "Sanbad Pratidin" (Bengali) (Kolkata Edition) including in its electronic editions.

Post dispatch of the Notice and the Annual Report, the requisite advertisement pursuant to the Rules and the MCA Circulars containing all required information was published by the Company on April 13, 2022 in newspapers being "Business Standard" (in English) and "Sanbad Pratidin" (in Bengali) containing, inter alia, the following information:

- a. Statement that the AGM will be held and business would be conducted through Video Conference / Other Audio Visual Means.
- b. Statement that the period of Remote E - Voting shall commence on Monday, May 2, 2022 from 9.00 A.M. IST and shall end on Thursday, May 5, 2022 at 5.00 P.M. IST. Further, the remote e-voting module shall be disabled by NSDL thereafter.
- c. Statement that the CUT OFF date for determining the eligibility of members to cast vote through remote e-voting and e-voting at the AGM was April 29, 2022.
- d. Statement that members who had cast their vote by Remote E - Voting may attend the said AGM through Video Conference or Other Audio-Visual Means but shall not be entitled to cast their vote again.



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- e. Statement that facility to cast vote by Remote E-Voting and E-Voting at the AGM has been provided by the Company through the NSDL.
 - f. Website address of the Company and of the NSDL, where Notice of the said AGM was displayed.
 - g. Contact details, in case of grievances/queries in respect of the Remote E - Voting.
- iv. That to the best of my understanding the Remote E - Voting was open from 9.00 A.M. IST on Monday, May 2, 2022 to 5.00 P.M. IST on Thursday, May 5, 2022.
- v. That to the best of my understanding the portal i.e., www.evoting.nsdl.com, where Remote E - Voting process was provided, was blocked at 5.00 P.M. IST on Thursday, May 5, 2022.
- vi. A facility to cast vote by E-voting was provided to those members, who were present in the said AGM through Video Conference or Other Audio-Visual Means and had not cast their vote on the resolutions through Remote E-Voting.
- vii. That the said Remote E - voting at portal www.evoting.nsdl.com was unblocked by me at 4.29 P.M. IST on Friday, May 06, 2022, that is after the E- Voting at the aforesaid AGM was completed and counted. The said Remote E - voting was unblocked by me in the presence of the following persons;
- a. Gyanendra Nahar
 - b. Ritwika Roy
- who are not in the employment of the Company and who have put their signatures alongside their names as above.
- viii. The results of Remote E- Voting, containing the detail of votes cast by Remote E - Voting mode and E-Voting during the AGM has been downloaded from the aforesaid portal of NSDL, the agency which was appointed by the Company to provide and maintain and which provided and maintained the platform for Remote E - Voting and E - Voting during the AGM.
- ix. I have received through e-mail the relevant Board resolution passed by the Board of Directors of corporate shareholders of the Company authorizing person(s) to act and vote pursuant to section 113 of the Act, on the resolutions mentioned in the Notice.



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(C) That the details of voting, through Remote E – Voting and E- Voting at the AGM, in respect of the said 6 resolutions as set out in the Notice, are as under:

ORDINARY BUSINESS:

Item No. 1-ORDINARY BUSINESS, ORDINARY RESOLUTION:

Adoption of the Audited Financial Statements of the Company for the financial year ended on December 31, 2021, the Reports of the Board of Directors and Auditors thereon.

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

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	134	16380076	99.9991
E - voting during the AGM	3	3	0
Total	137	16380079	99.9991

ii. Voted **against** the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	6	156	0.0009
E - voting during the AGM	-	-	-
Total	6	156	0.0009

iii. **Invalid Votes:**

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)
Remote E- voting	-	-
E - voting during the AGM	-	-
Total	-	-



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Item No. 2-ORDINARY BUSINESS, ORDINARY RESOLUTION:

Declaration of dividend at the rate of Rs. 8/- (Rupees Eight only) per Equity Share of Rs. 10/- (Rupees Ten) each fully paid-up of the Company for the financial year ended on December 31, 2021.

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

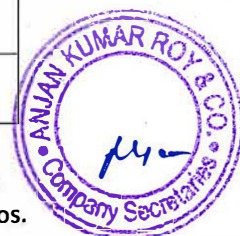
Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	135	16381320	99.9991
E - voting during the AGM	3	3	0
Total	138	16381323	99.9991

ii. Voted **against** the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	6	156	0.0009
E - voting during the AGM	-	-	-
Total	6	156	0.0009

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	-	-
E - voting during the AGM	-	-
Total	-	-



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Item No. 3-ORDINARY BUSINESS, ORDINARY RESOLUTION:

Re-appointment of Mr Henry James Knowles (DIN:08751453) as a Director of the Company, who retires by rotation and being eligible, offers himself for reappointment

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

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	122	16338396	99.7370
E - voting during the AGM	3	3	0
Total	125	16338399	99.7370

ii. Voted **against** the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	19	43080	0.2630
E - voting during the AGM	-	-	-
Total	19	43080	0.2630

iii. **Invalid** Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	-	-
E - voting during the AGM	-	-
Total	-	-



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Item No. 4-ORDINARY BUSINESS, ORDINARY RESOLUTION:

Appointment of Messrs Price Waterhouse Chartered Accountants LLP, Chartered Accountants, as the Statutory Auditors of the Company for another term of five years and fixation of their remuneration

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

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	132	14392212	87.8566
E - voting during the AGM	3	3	0
Total	135	14392215	87.8566

ii. Voted **against** the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	9	1989264	12.1434
E - voting during the AGM	-	-	-
Total	9	1989264	12.1434

iii. **Invalid** Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	-	-
E - voting during the AGM	-	-
Total	-	-



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SPECIAL BUSINESS

Item No. 5-SPECIAL BUSINESS, ORDINARY RESOLUTION:

Appointment of Mr Pascal Genest (DIN: 09473571) as a Director of the Company

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

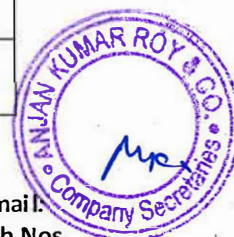
Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	121	16338296	99.7364
E - voting during the AGM	3	3	0
Total	124	16338299	99.7364

ii. Voted **against** the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	20	43180	0.2636
E - voting during the AGM	-	-	-
Total	20	43180	0.2636

iii. **Invalid** Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)
Remote E- voting	-	-
E - voting during the AGM	-	-
Total	-	-



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Item No. 6-SPECIAL BUSINESS, ORDINARY RESOLUTION:

Ratification of the remuneration of Cost Auditors of the Company for the financial year ending on December 31, 2022

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

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	134	16381137	99.9990
E - voting during the AGM	3	3	0
Total	137	16381140	99.9990

ii. Voted **against** the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	6	156	0.0010
E - voting during the AGM	-	-	-
Total	6	156	0.0010

iii. **Invalid Votes:**

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)
Remote E- voting	-	-
E - voting during the AGM	-	-
Total	-	-



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Based on the aforesaid results, the resolution no.(s) 1 to 6 as contained in the Notice have attained the requisite majority.

All the relevant records relating to the remote e-voting and e-voting during the AGM are under my safe custody and will be handed over to the Chairman or the Company Secretary for preserving safely after the minutes of the Meeting are signed.

FOR, ANJAN KUMAR ROY & CO.

Company Secretaries


ANJAN KUMAR ROY

FCS 5684

CP 4557

UDIN: F005684D000275239

Peer Review Certificate No.: 869/2020

Scrutinizer for and in respect of the Remote E – Voting and E- Voting in respect of the 31st AGM held on May 06, 2022, of
M/s. Vesuvius India Limited.

