

SCRUTINIZER'S REPORT**Date: May 04, 2023**

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 32nd Annual General Meeting of M/s. Vesuvius India Limited (CIN No: L26933WB1991PLC052968), held on Wednesday, May 03, 2023 at 10:30 A.M. (IST) at G.D. Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata-700019

Dear Sir,

(A) I, 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 27, 2023, pursuant to the provisions of 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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("**the SEBI LODR**"), to carry out the scrutiny of 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 32nd Annual General Meeting of the Company, held on May 03, 2023 (here in after to be referred as "**AGM**").

(B) 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 4, as mentioned below in paragraph (C) of this report. Accordingly, 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 by April 08, 2023 the dispatch of the Notice of AGM dated February 27, 2023 along with the Annual Report 2022, to the members of the Company, whose e-mail address are registered with the Company/Depositories and physical copies of the Notice of the AGM along with the Annual Report have also been dispatched through permissible mode to those Members

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026. E-mail: akroyco@yahoo.co.in/anjanroy_2003@yahoo.co.in, Mobile Ph Nos. 9830201949/9831891949.



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UDIN: F005684E000248291

whose e-mail addresses were not registered with the Company, as on cutoff date i.e. April 26, 2023. 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 Company has engaged National Securities Depository Limited (here in after to be referred as "NSDL") for providing facility for voting through remote e-voting and e-voting at the AGM venue.
- iii. 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 09, 2023 in newspapers being "Financial Express" (in English) and "Sanbad Pratidin" (in Bengali) containing, interalia, the following information:
 - a. Statement that the Ordinary and Special Businesses as set out in the notice may be transacted through voting by electronic means.
 - b. Statement that the period of Remote E – Voting shall commence from 9:00 A.M. (IST) on Saturday, April 29, 2023 and ends at 5:00 P.M. (IST) on Tuesday, May 2, 2023. Further, the remote e-voting module shall be disabled by NSDL and shall not be allowed after the aforesaid date and time for end of remote e-voting..
 - 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 is Wednesday, April 26, 2023.
 - d. Statement that members who have cast their vote by Remote E - Voting may also attend the AGM but shall not be entitled to cast their vote again.
 - 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 saidAGM was displayed.
 - g. Contact details, in case of grievances/queries in respect of the Remote E - Voting.
- iv. I have received 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 Companies Act, 2013, on the resolutions mentioned in the Notice of Annual General Meeting dated 27th February, 2023.



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- v. That the said Remote E - voting at portal www.evoting.nsdl.com was unblocked by me at 2:20 P.M. on May 3, 2023, 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. Bindiya Kumari
- b. Indrajit Majumdar

C) That the details of voting, through Remote E-Voting and E- Voting at the AGM, in respect of the said 4 resolutions as set out in the Notice, are as under:

ORDINARY BUSINESS:

Item No. 1-ORDINARY BUSINESS, ORDINARY RESOLUTION:

Approval and adoption of the Audited Financial Statements of the Company for the financial year ended on December 31, 2022, 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	117	16236408	99.9980
E - voting during the AGM	105	269	0.0017
Total	222	16236677	99.9997

- 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	4	53	0.0003
E - voting during the AGM	-	-	-
Total	4	53	0.0003



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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	-	-

Item No. 2-ORDINARY BUSINESS, ORDINARY RESOLUTION:

Declaration of 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 for the financial year ended 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	119	16240923	99.9980
E - voting during the AGM	105	269	0.0017
Total	224	16241192	99.9997

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	4	53	0.0003
E - voting during the AGM	-	-	-
Total	4	53	0.0003

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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	-	-

Item No. 3-ORDINARY BUSINESS, ORDINARY RESOLUTION:

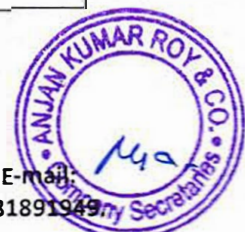
Re-appointment of Mr. Nitin Jain (DIN: 07934566) as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment

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	116	16239250	99.9889
E - voting during the AGM	105	269	0.0017
Total	221	16239519	99.9906

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	5	1534	.0094
E - voting during the AGM	-	-	-
Total	5	1534	.0094



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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	-	-

Item No. 4-SPECIAL BUSINESS, ORDINARY RESOLUTION:

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

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	117	16240731	99.9980
E - voting during the AGM	105	269	0.0017
Total	222	16241000	99.9997

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	4	53	0.0003
E - voting during the AGM	-	-	
Total	4	53	0.0003

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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	-	-

FOR, ANJAN KUMAR ROY & CO.

Company Secretaries

ANJAN KUMAR ROY

FCS 5684

CP 4557

UDIN: F005684E000248291

Peer Review Certificate No.: 869/2020

Scrutinizer for and in respect of the Remote E – Voting and E- Voting in respect of the 32nd AGM held on May 03, 2023, of
M/s. Vesuvius India Limited.



Countersigned by:

Vikram Singh

Company Secretary and Compliance Officer

