



June 10, 2024

To,
BSE Limited
The Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Ltd
Listing Department, Exchange Plaza,
5th Floor, Plot No C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051

Scrip Code : 520113

Scrip Code : VESUVIUS

Dear Sirs/Madam,

Subject: Voting Results and Scrutinizer Report of the Postal Ballot

Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in furtherance to the intimation vide our letter dated May 8, 2024 along with the Postal Ballot Notice, dated April 29, 2024, we hereby enclose as follows:

1. A copy of the Scrutinizer's Report dated June 10, 2024 issued by Mr. Anjan Kumar Roy on the Postal Ballot conducted through remote e-voting (**Annexure - I**);
2. The Voting Results on the Postal Ballot conducted through remote e-voting (**Annexure - II**).

Please note that the results of the Postal Ballot have been announced today i.e., June 10, 2024 and as per the Scrutinizer's Report, the Special Resolutions contained in the Postal Ballot Notice dated April 29, 2024, have been passed with the requisite majority on June 7, 2024 (the last date for voting).

We request you to take the information on record and disseminate the same on your website.

Thanking you,

Yours faithfully,

For **Vesuvius India Limited**



Saheb Ali
Company Secretary & Compliance Officer
Membership No.: A33361
Encl.: As above

ANJAN KUMAR ROY & CO
COMPANY SECRETARIES
A Peer Reviewed Firm

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

UDIN: F005684F000546697

Scrutinizer's Report

Date: 10 June, 2024

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

Sub: Scrutinizer's Report on "Postal Ballot through remote e-voting" from 09 May, 2024 to 07 June, 2024, in respect of passing of resolutions as set-out in the Postal Ballot Notice issued by Vesuvius India Limited dated 29 April, 2024.

Dear Sir,

(A) I Anjan Kumar Roy (FCS: 5684 and C.P. No.: 4557), Proprietor of M/s Anjan Kumar Roy & Co., Company Secretaries, have been appointed, vide a resolution passed by the Board of Directors of **Vesuvius India Limited** (CIN: L26933WB1991PLC052968) (herein after to be referred as "**the Company**") at their meeting held on 29 April, 2024, as the Scrutinizer, pursuant to the provisions of Section 110 and 108 of the Companies Act, 2013 (the "**Act**") read with the Companies (Management and Administration) Rules, 2014, as amended (the "**Rules**") from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (the "**SEBI Listing Regulations**") and revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, to carry out scrutiny of votes, in a fair and transparent manner, cast by the members of the Company through Postal Ballot conducted by way of electronic means (here in after to be referred as "**remote e-voting**") in respect of resolutions as mentioned in paragraph (C) of this report and as contained in the Postal Ballot Notice dated 29 April, 2024.

(B) I have conducted scrutiny of votes cast by the members of the Company through Postal Ballot conducted by way of electronic means, in respect of the resolutions mentioned below in paragraph (C) of this report pursuant to the provisions of Sections 110 108 of the Act, read with the Rules, and pursuant to Regulation 44 of the SEBI Listing Regulation and revised Secretarial Standard on General Meetings (SS-2) issued by the Institute Of Company Secretaries of India in terms of Section 118 of the Act and also read with the General Circular

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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Nos. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, 10/2022, 11/2022 and 09/2023 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021, 5th May, 2022, 28th December, 2022 and 25th September, 2023, respectively issued by the Ministry of Corporate Affairs, Government of India. 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 08 May, 2024 the dispatch of the Notice of Postal Ballot dated 29 April, 2024 along with the Statement pursuant to Section 102 of the Act, to the members of the Company, whose e-mail addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent as on the cut – off date i.e. 03 May, 2024. Further, I have been informed by the officers of the Company and have personally verified that the relevant Notice of Postal Ballot has been placed on the website of the Company.
- ii. The Notice of Postal Ballot dated 29 April, 2024, mentioned *inter alia* that the item of business would be transacted by voting through Postal Ballot by Electronic means, the necessary facilities for Electronic voting process to be provided by the National Securities Depository Limited (here in after referred as “NSDL”).
- iii. I have been shown by the officers of the Company, the advertisement of Notice of Postal Ballot made on 09 May, 2024 in newspapers being “**Business Standard**” (English daily, all editions) and “**Aajkal**” (Bengali daily, Kolkata edition) containing, inter alia, the following information:
 - a. Statement to the effect that the voting on resolutions proposed for consideration by the shareholders of the Company are to be transacted through Postal Ballot by way of electronic means that is Remote Evoting.
 - b. Statement that the period of remote e-voting shall commence on 09 May, 2024 at 09:00 A.M. (IST) and shall end on 07 June, 2024 at 5:00 P.M. (IST).
 - c. Statement that the CUT-OFF date for determining eligibility to cast votes was 03 May, 2024.
 - d. Statement that the remote e-voting module shall be disabled for voting after **5:00 P.M. (IST) on 07 June, 2024.**
 - e. Website address of the Company and of the NSDL where Notice of the said postal ballot have been displayed.
 - f. Contact details, in case of grievances/queries in respect of the Electronic voting.

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- 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 Act, on the resolutions mentioned in the Notice of Postal Ballot dated 29 April, 2024
- v. The said Remote E - voting at portal www.evoting.nsdl.com was unblocked by me at 05:15 P.M. (IST) on 07 June, 2024, that is after the aforesaid remote e-voting was completed. The said Remote E - voting was unblocked by me in the presence of the following persons;
- a. Sandip Paul
- b. Gyanendra Nahar
- who are not in the employment of the Company.
- vi. The final data of voting through Postal Ballot by remote e-voting, containing the details of votes cast by remote e-voting mode has been downloaded from the portal of NSDL: www.evoting.nsdl.com, the agency which was appointed by the Company to provide and maintain and which provided and maintained the platform for Electronic voting.
- (C) That the details of the aforesaid "Voting through Postal Ballot by Electronic Means" are as hereunder:

Item No. 1 Special Business, Special Resolution:

Appointment of Mr. Sunil Kumar Chaturvedi (DIN: 02183147) as an Independent Director of the Company for a period of five consecutive years with effect from April 29, 2024

i) Voted in favor of the resolution:

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)	% of total no. of valid votes cast
Remote E-Voting	255	16053231	99.9985
Total	255	16053231	99.9985

ii) Voted in against of the resolution:

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)	% of total no. of valid votes cast
Remote E-Voting	12	235	00.0015
Total	12	235	00.0015

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iii) Invalid Votes:

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)
Remote E-Voting	-	-
Total	-	-

Item No. 2 Special Business, Special Resolution:

Appointment of Mr. Sudipto Sarkar (DIN: 00048279) as a Non-executive Non-Independent Director of the Company, liable to retire by rotation, for a period of two years, with effect from April 29, 2024

i) Voted in favor of the resolution:

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)	% of total no. of valid votes cast
Remote E-Voting	212	13917891	86.6972
Total	212	13917891	86.6972

ii) Voted in against of the resolution:

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)	% of total no. of valid votes cast
Remote E-Voting	54	2135555	13.3028
Total	54	2135555	13.3028

iii) Invalid Votes:

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)
Remote E-Voting	-	-
Total	-	-

Based on the aforesaid results, the resolution as contained in the Postal Ballot Notice have been passed with the requisite majority.



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6. Custody of Records

All the relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the minutes are considered, approved and signed.

FOR, ANJAN KUMAR ROY & CO.
Company Secretaries


ANJAN KUMAR ROY
FCS 5684
CP 4557







UDIN: F005684F000546697

Peer Review Certificate No.: 869/2020

Scrutinizer for and in respect of the "Voting through Postal Ballot by Electronic Means" of Vesuvius India Limited, pursuant to Notice of Postal Ballot dated 29 April, 2024.

Annexure II

Results of the Postal Ballot (conducted through remote e-voting) concluded on June 7, 2024 at 5:00 P.M.										
Name of the Company			Vesuvius India Limited							
Type of the Meeting			Postal Ballot (through remote e-voting concluded on June 7, 2024)							
Date of the Meeting			June 7, 2024 (last date of remote e-voting)							
Total number of shareholders on record date			24205							
No. of shareholders present in the meeting either in person or through proxy:										
Promoters and Promoter Group:			Not Applicable, as the voting was done by way of Postal Ballot through remote e-voting							
Public:										
No. of Shareholders attended the meeting through Video Conferencing										
Promoters and Promoter Group:			Not Applicable, as the voting was done by way of Postal Ballot through remote e-voting							
Public:										
Resolution No.		1								
Resolution required: (Ordinary/ Special)		Special - Appointment of Mr. Sunil Kumar Chaturvedi (DIN : 02183147) as an Independent Director of the Company for a period of five consecutive years, with effect from April 29, 2024								
Whether promoter/ promoter group are interested in the agenda/resolution?		No								
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter/Promoter Group	E-voting	11277650	11277650.00	100.0000	11277650.00	0.00	100.0000	0.0000	0.00	0.00
	Poll		0.00	0.0000	0.00	0.00	0.0000	0.0000	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.0000	0.00	0.00	0.0000	0.0000	0.00	0.00
	Total		11277650.00	100.0000	11277650.00	0.00	100.00	0.0000	0.00	0.00
Public -Institution	E-voting	4823271	4705422.00	97.5567	4705422.00	0.00	100.0000	0.0000	0.00	0.00
	Poll		0.00	0.0000	0.00	0.00	0.0000	0.0000	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.0000	0.00	0.00	0.0000	0.0000	0.00	0.00
	Total		4705422.00	97.5567	4705422.00	0.00	100.00	0.0000	0.00	0.00
Public-Non Institution	E-voting	4195159	70394.00	1.6780	70159.00	235.00	99.6662	0.3338	0.00	0.00
	Poll		0.00	0.0000	0.00	0.00	0.0000	0.0000	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.0000	0.00	0.00	0.0000	0.0000		
	Total		70394.00	1.6780	70159.00	235.00	99.6662	0.3338	0.00	0.00
TOTAL		20296080.00	16053466.00	79.0964	16053231.00	235.00	99.9985	0.0015	0.00	0.00

Resolution No.		2								
Resolution required: (Ordinary/ Special)		Special - Appointment of Mr. Sudipto Sarkar (DIN : 00048279) as a Non-executive Non-Independent Director of the Company, liable to retire by rotation, for a period of two years, with effect from April 29, 2024								
Whether promoter/ promoter group are interested in the agenda/resolution?		No								
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter/Promoter Group	E-voting	11277650	11277650.00	100.0000	11277650.00	0.00	100.0000	0.0000	0.00	0.00
	Poll		0.00	0.0000	0.00	0.00	0.0000	0.0000	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.0000	0.00	0.00	0.0000	0.0000	0.00	0.00
	Total		11277650.00	100.0000	11277650.00	0.00	100.00	0.0000	0.00	0.00
Public -Institution	E-voting	4823271	4705422.00	97.5567	2570099.00	2135323.00	54.6199	45.3801	0.00	0.00
	Poll		0.00	0.0000	0.00	0.00	0.0000	0.0000	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.0000	0.00	0.00	0.0000	0.0000	0.00	0.00
	Total		4705422.00	97.5567	2570099.00	2135323.00	54.62	45.3801	0.00	0.00
Public-Non Institution	E-voting	4195159	70374.00	1.6775	70142.00	232.00	99.6703	0.3297	0.00	0.00
	Poll		0.00	0.0000	0.00	0.00	0.0000	0.0000	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.0000	0.00	0.00	0.0000	0.0000	0.00	0.00
	Total		70374.00	1.6775	70142.00	232.00	99.6703	0.3297	0.00	0.00
TOTAL		20296080.00	16053446.00	79.0963	13917891.00	2135555.00	86.6972	13.3028	0.00	0.00