VESUVIUS

SEC/SEBI/71

April 11, 2018

The Secretary
BSE Ltd
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

**Scrip code : 520113**

The Manager, Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, 5th floor
Plot No C/1, Block "G",
Bandra-Kurla Complex, Bandra (E),
Mumbai 400 051
**Scrip Code : VESUVIUS**

Dear Sir

**Regulation 44 of the SEBI-LODR, 2015**
**Submission of Voting results at Annual General Meeting**

The Annual General Meeting ("AGM") of the Company was held on Tuesday, April 10, 2018 at Kolkata and all resolutions contained in the Notice convening the AGM were voted on by remote evoting during the period 6.4.2018 to 9.4.2018 and by ballot process at the AGM venue on 10.04.2018.

Mr Anjan Kumar Roy, FCS, of Anjan Kumar Roy & Co, Practicing Company Secretary, holding membership No F5684 and Certificate of Practice No 4557, was Scrutiniser and he has submitted his Report on the results of the aforesaid electronic voting to the Chairman of the Company.

Pursuant to provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose a copy of the Report of rthe Practicing Company Secretary.

Yours faithfully
**Vesuvius India Limited**

Taposh Roy
Company Secretary

Enclo : Scrutiniser's Report on Voting results at AGM held on 10.04.2018

# 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



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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**

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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