

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

To,

Date: 25/03/2015

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

Sub: Scrutinizer's Report on the Electronic Voting for and in respect of the Extra Ordinary General Meeting of M/s. Vesuvius India Limited to be held on 27th of March, 2015.

Dear Sir,

Please find enclosed herewith The Scrutinizer's Report dated 25/03/2015 on the Electronic Voting for and in respect of the Extra Ordinary General Meeting of **M/s. Vesuvius India Limited** to be held on 27th of March, 2015.

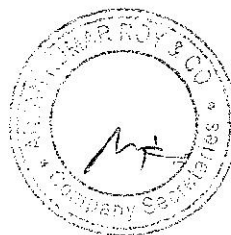
Regards,

FOR, **ANJAN KUMAR ROY & CO.**
Company Secretaries


ANJAN KUMAR ROY

FCS

Scrutinizer for and in respect of the E Voting process
of M/s. Vesuvius India Limited related to their
EGM to be held on 27/03/2015



Place: Kolkata

Enclosures: as above

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

To,

Date: 25/03/2015

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

Sub: Scrutinizer's Report on the Electronic Voting for and in respect of the Extra Ordinary General Meeting of M/s. Vesuvius India Limited to be held on 27th of March, 2015.

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 28th Day of January, 2015, pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Clause 35B of the Standard Listing Agreement with Stock Exchanges to carry out the scrutiny of the electronic voting, for and in respect of the 4 resolutions as mentioned herein below, as intimated to me vide the letter dated 29th Day of January, 2015 of the Company Secretary of the company.
- (B) Pursuant to the provisions of section 108 of the Companies Act, 2013 read with the relevant rules thereof and read with the provisions of Clause 35B of the Standard Listing Agreement with Stock Exchanges, I have conducted the scrutiny of the aforesaid electronic voting process in respect of the aforesaid resolutions no. 1 to 4 and in respect of the Extra Ordinary General Meeting (said "EGM" here in after) of the Company to be held on 27th of March, 2015. I submit my report hereunder:
- 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 28/01/2015 along with statement setting out material facts under section 102 of the Companies Act 2013, convening the said EGM, on 28th Day of February, 2015, to the members of the Company by Department of Post, Government of India. Further, I have been informed by the officers of the Company and have personally verified that the relevant notice of the aforesaid EGM has been placed on the website of the Company.
 - The relevant notice of the said EGM, as above, mentioned, *inter alia*, that the business might be transacted through electronic voting system, which the company was providing.
 - The said relevant notice of the said EGM, as advertised, indicated the process for the said electronic voting.

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

- iv. That to the best of my understanding, the electronic voting for the aforesaid resolutions was open for 3 days i.e., from 21st of March, 2015 to 23rd of March, 2015.
- v. That to the best of my understanding the portal i.e., www.evoting.nsdl.com, where electronic voting process was provided, was blocked at 6.00 P.M. on 23rd of March, 2015.
- vi. That the said portal i.e., www.evoting.nsdl.com was unblocked by me on 23rd of March, 2015 at about 7.30 PM, in the presence of the following persons as witnesses:
- a. Ms. Shailja Kothari *Shailja Kothari*
- b. Mr. Shouvik Dawn *Shouvik Dawn*
- who are not in the employment of the Company and who have put their signatures alongside their names as above.
- vii. The results of the said electronic voting has been provided to me, containing the detail of votes cast by electronic mode, 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 electronic voting platform for the aforesaid electronic voting, in respect of the aforesaid 4 resolutions.
- viii. The relevant details of the aforesaid electronic voting process in respect of the aforesaid resolutions have been entered into a register, electronically as per the provisions of Rule 20(3)(xii) of the (Companies Management and Administration) Rules, 2014 read with section 108 of the Companies Act, 2013 and are available as on this day at the website <http://www.evoting.nsdl.com>.
- ix. The record date for the said EGM was on 17/02/2015 and such persons who were the members of the company as on the said record date were entitled to vote on the relevant resolutions.

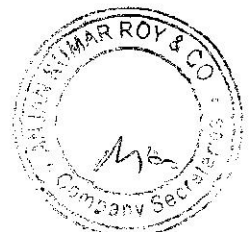
(C) That the details of voting through electronic means, in respect of the said 04 Resolutions, are as hereunder:

Item No. 1

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 149 and Section 152 and read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Rules made thereon ("the Act"), and the applicable provisions of the Listing Agreement with Stock Exchanges, Miss Nayantara Palchoudhuri (DIN no. 00581440), in respect of whom the Company has received from a Member a notice in writing along

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

with requisite deposit pursuant to the requirements of Section 160 of the Act proposing her candidature for appointment as a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto five consecutive years with effect from March 27, 2015 and not liable to retirement by rotation during this term of appointment."

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

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
31	16419973	99.99995

ii. Voted **against** the resolution:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
1	8	00.00005

iii. **Invalid** Votes:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
N/A	N/A	N/A

Item No. 2

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"**RESOLVED** that Mr. Subrata Roy (DIN No. 07046994) who was appointed Managing Director of the Company effective from January 1, 2015 at the Board meeting held on December 26, 2014 and in respect of whom the Company has received from a Member a notice in writing along with requisite deposit

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

pursuant to the requirements of Section 160 of the Act proposing his candidature for appointment as a Director, be and is hereby appointed a Director of the Company with effect from January 1, 2015 whose period of office shall be liable to retire by rotation."

"**RESOLVED FURTHER** that, pursuant to the provisions of Sections 196, 197, Schedule V and other provisions of the Companies Act, 2013 and subject to the approval of the Central Government, if applicable, consent be and is hereby given to the appointment of Mr. Subrata Roy (DIN No. 07046994) as Managing Director of the Company for a period of five years effective from January 1, 2015 to December 31, 2019 on remuneration, terms and conditions as set out in the Agreement dated December 26, 2014 executed between the Company of the one part and Mr. Roy of the other part."

"**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorised to modify, determine and/or revise the remuneration and perquisites of Mr. Roy including his salary, allowances, commission, incentive, bonus, perquisites and benefits from time to time, within the overall ceilings laid down in the aforesaid Agreement dated December 26, 2014 and the Companies Act, 2013 including any statutory modification or re-enactment thereof."

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

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
31	16419973	99.99995

ii. Voted **against** the resolution:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
1	8	00.00005



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

iii. Invalid Votes:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
N/A	N/A	N/A

Item No. 3

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereon, M/s. N.K.Ghosh & Associates, Cost Accountants, (Firm Registration No. 102058), appointed as Cost Auditors of the Company for conducting the Cost Audit of the cost accounting records of the Company for the financial year ended on December 31, 2014, be paid a remuneration of Rs 150,000 (Rupees one hundred and fifty thousand only) plus service tax and also out of pocket expenses as may be determined by the Board of Directors of the Company."

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

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
31	16419973	99.99995

ii. Voted **against** the resolution:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
1	8	00.00005



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

iii. Invalid Votes:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
N/A	N/A	N/A

Item No. 4

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013, the Directors of the Company (other than the Managing Director) be and are hereby authorised to continue to receive a commission, to be divided between them in such manner as may be determined by the Board of Directors, which shall not exceed in the aggregate one per cent (1%) of the net profits of the Company, computed in the manner prescribed under Section 197 and other applicable provisions of the Companies Act, 2013, or any modification or re-enactments thereof, in respect of the profits for each of the five financial years of the Company commencing from January 1, 2015.”

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

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
29	16419823	99.99904

ii. Voted **against** the resolution:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
3	158	00.00096



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

iii. Invalid Votes:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
N/A	N/A	N/A

(D) A comprehensive chart showing the details of votes cast through E Voting is attached with this report as Annexure A.

(E) The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Extra Ordinary General Meeting and the same will be handed over to the Company Secretary for safe keeping.

FOR, **ANJAN KUMAR ROY & CO.**

Company Secretaries

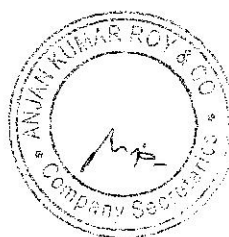


ANJAN KUMAR ROY

FCS 5684

CP 4557

Scrutinizer for and in respect of the E Voting process
of M/s. Vesuvius India Limited related to their
EGM to be held on 27/03/2015



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

"Annexure A"

M/s. Vesuvius India Limited

Extra Ordinary General Meeting to be held on 27/03/2015

E Voting Period 21/03/2015 to 23/03/2015

Comprehensive results of E Voting

Resolution No.	No. of Voters	No. of Shares /votes held	No. of Shares /votes exercised	No. of Shares/votes exercised in favour	No. of Shares/ Votes exercised in against	Total % of votes, cast in favour	Total % of votes, cast in against
1	32	16419981	16419981	16419973	8	99.99995	00.00005
2	32	16419981	16419981	16419973	8	99.99995	00.00005
3	32	16419981	16419981	16419973	8	99.99995	00.00005
4	32	16419981	16419981	16419823	158	99.99904	00.00096

