



September 1, 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: Minutes of the Special Resolutions passed through Postal Ballot (through remote e-voting process)

In compliance with Regulation 30(6) read with Schedule III Part A, Para A Clause 13 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of the signed Minutes of Minutes of the Resolutions passed through Postal Ballot (through remote e-voting process) by the Members of Vesuvius India Limited, having its registered office at P-104, Taratala Road, Kolkata – 700088, on Friday, August 2, 2024.

This is for your information and record, please.

Thanking you,

Yours faithfully,

For Vesuvius India Limited



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

Encl.: As above

Vesuvius India Limited

Minutes of the Resolutions passed through Postal Ballot (through remote e-voting process) by the Members of Vesuvius India Limited, having its Registered Office at P-104, Taratala Road, Kolkata – 700088, on Friday, August 2, 2024 (the results thereof were declared on August 5, 2024)

Background

The Board of Directors of the Company at its meeting held on June 20, 2024 had approved the Postal Ballot Notice pursuant to Section 110, read with Section 108 and other applicable provisions of the Companies Act, 2013 (the “Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circulars Nos. 14/2020, No. 17/2020, No. 22/2020, No. 33/2020, No. 39/2020, No. 10/2021, No. 20/2021, No. 03/2022, No. 11/2022 and No. 09/2023 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023, respectively, issued by the Ministry of Corporate Affairs, Government of India, the revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for seeking approval from the Members of the Company for:

1. Appointment of Mr. Mohinder Pradip Singh Rajput (DIN 10608199) as a Director of the Company, liable to retire by rotation;
2. Appointment of Mr. Mohinder Pradip Singh Rajput (DIN 10608199) as the Managing Director of the Company for a period of five years, effective from July 1, 2024 (who shall be liable to retire by rotation) including remuneration.

The Board had appointed M/s. Anjan Kumar Roy & Co., Company Secretaries, Kolkata, (Membership No. FCS 5684; COP No. 4557) as the Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner. The e-voting facility to Members was provided through National Securities Depository Limited (“NSDL”). The e-voting commenced on Thursday, July 4, 2024 at 9:00 a.m. (IST) and ended on Friday, August 2, 2024 at 5:00 p.m. (IST), and the e-voting module was blocked by NSDL thereafter.

In terms of the MCA Circulars, the Postal Ballot Notice was sent electronically to all the members who have registered their email addresses with the Company/Depositories/Registrar and Transfer Agent as on the cut-off date of June 28, 2024. A newspaper advertisement as required under the Act was published in the “Business Standard” (English) and “Aajkaal” (Bengali) newspapers on July 4, 2024.

After conclusion of the e-voting on Friday, August 2, 2024 at 5:00 p.m. (IST), the remote e-voting was unblocked by the Scrutinizer for downloading the reports and after due scrutiny of the remote e-voting, the Scrutinizer submitted his Report on Postal Ballot through the remote e-voting process on August 5, 2024.

On the basis of the Report of the Scrutinizer, Company Secretary of the Company (who was authorised by the Chairman), declared the results of Postal Ballot and announced that the following Resolutions (as set out in Postal Ballot Notice dated June 20, 2024) was approved by the Members of the Company with the requisite majority on Friday, August 2, 2024 (i.e., the last date for remote e-voting):

SPECIAL BUSINESS:

Item No. 1 : Appointment of Mr. Mohinder Pradip Singh Rajput (DIN 10608199) as a Director of the Company, liable to retire by rotation – Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, (the “**Rules**”) and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “**SEBI LODR**”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, and the Remuneration Policy of the Company, Mr. Mohinder Pradip Singh Rajput (DIN 10608199) who was appointed as an Additional Director of the Company with effect from July 1, 2024, in terms of Section 161(1) of the Act and in respect of whom the Company had received a notice, in writing, under Section 160 of the Act from a Shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid Resolution.”

Summary of Voting Results on the above Resolution:

Particulars	No. of Votes Cast						Percentage of Votes Cast (%)
	E-voting		Postal Ballot Form*		Total		
	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	
Assent	294	1,58,30,764	0	0	294	1,58,30,764	99.9618
Dissent	12	6,049	0	0	12	6,049	0.0382
Total	306	1,58,36,813	0	0	306	1,58,36,813	100.0000
Abstain/invalid	0	0	0	0	0	0	

* Not Applicable

Item No. 2 : Appointment of Mr. Mohinder Pradip Singh Rajput (DIN 10608199) as the Managing Director of the Company for a period of five years, effective from July 1, 2024 (who shall be liable to retire by rotation) including remuneration – Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, (the “**Rules**”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Act and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “**SEBI LODR**”), the Articles of Association of the Company, and the Remuneration Policy of the Company and upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Mohinder Pradip Singh Rajput (DIN 10608199), be and is hereby appointed

as the Managing Director of the Company for a period of five years commencing from July 1, 2024 (whose appointment shall be subject to retirement by rotation under the provisions of the Act) at such terms and conditions, including remuneration, as set out in the Managing Director's Agreement executed by and between the Company and Mr. Rajput and as provided in the Explanatory Statement attached to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to modify, determine and/or revise the terms, remuneration and perquisites of Mr. Mohinder Pradip Singh Rajput, including his salary, allowances, incentive, bonus, perquisites and benefits from time to time, up to such sums in aggregate not exceeding the ceilings laid down under Section 197 and other provisions of the Act or any re-enactments thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions, as it may in its absolute discretion, deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate, to the extent permitted by law, any of the powers herein conferred to any committee of directors or to any other director(s) or to any other Key Managerial Personnel of the Company.”

Summary of Voting Results on the above Resolution:

Particulars	No. of Votes Cast						Percentage of Votes Cast (%)
	E-voting		Postal Ballot Form*		Total		
	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	
Assent	294	1,58,33,992	0	0	294	1,58,33,992	99.9822
Dissent	13	2,826	0	0	13	2,826	0.0178
Total	307	1,58,36,818	0	0	307	1,58,36,818	100.0000
Abstain/invalid	0	0	0	0	0	0	

* Not Applicable

Based on the above results, the Resolutions deemed have been passed with requisite majority on Friday, August 2, 2024 (i.e., the last date for remote e-voting) as per Para 16.6.3 of SS - 2.

Date of entry in the Minutes Book: August 31, 2024

Place: Kolkata
Date : September 1, 2024


CHAIRMAN