



To,

BSE Limited National Stock Exchange of India Ltd The Corporate Relationship Department Listing Department, Exchange Plaza,

Phiroze Jeejeebhoy Towers 5th Floor, Plot No C/1, G Block,

Dalal Street, Bandra-Kurla Complex, Bandra (E),

Mumbai – 400 001 Mumbai – 400 051

Scrip Code: 520113 Scrip Code: VESUVIUS

Dear Sirs/Madam,

Subject: <u>Voting Results and Scrutinizer Report of the 32<sup>nd</sup> Annual General Meeting of the Company</u>

This is in continuation of our Outcome dated May 3, 2023, regarding the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company, which was duly convened and held on Wednesday, May 3, 2023. Please find enclosed herewith:

- 1. The Voting Results in terms of the provision of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure I); and
- 2. The Scrutinizer's Report on the "Remote E-voting" and "E-voting at the AGM" dated May 4, 2023 (Annexure II).

The financial year of our Company ends on December 31, every year.

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

Thanking you,

Yours faithfully,

For Vesuvius India\_Limited

Company Secretary & Compliance Officer

Membership No.: A16381

Encl.: As above

Vikram Singh



## Annexure - I

Name of the Company		Vesuvius India Limited								
Date of the AGM			03 May 2023							
Total number of shareholders on record date		17419								
No. of shareholders present in	the meeting either in person	n or through								
ргоху:										
Promoters and Promoter 0	Group:		1							
Public:			336							
No. of Shareholders attended	the meeting through Video C	onferencing								
Promoters and Promoter C	Group:		Not Applica	ble						
Public:			Not Applica	ble						
Resolution No.		1								
Resolution required: (Ordinary	/ Special)	Ordinary - A	Approval and	adoption of the A	Audited Finar	ncial Stateme	ents of the Co	mpany for the	financial ye	ar ended on
		December 3	1, 2021, the	Reports of the Boa	ard of Directo	ors and Audit	ors thereon.			
Whether promoter/ promoter agenda/resolution?	group are interested in the	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)]*	% of Votes against on votes polled (7)=[(5)/(2)]*	Votes Invalid	Votes Abstained
Promoter /Promoter Group	E-voting	11277650	11277650	100.0000	11277650	0	100.0000	0.0000	0.00	0.00
	Poll		0	0.0000	0	0	0.0000	0.0000	0.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0.00	0.00
	Total	11277650	11277650	100.0000	11277650	0	100.0000	0.0000	0.00	0.00
Public -Institution	E-voting	4905416	4805531	97.9638	4805531	0	100.0000	0.0000	0.00	0.00
	Poll		0	0.0000	0	0	0.0000	0.0000	0.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0.00	0.00
	Total	4905416	4805531	97.9638	4805531	0	100.0000	0.0000	0.00	0.00
Public-Non Institution	E-voting	4113014	153549	3.7332	153496	53	99.9655	0.0345	0.00	0.00
	Poll			0.0000	0	0	0.0000	0.0000	0.00	0.00
	Postal Ballot (if applicable)									
	Total	4113014	153549	3.7332	153496	53	99.9655	0.0345	0.00	0.00
тот	AL	20296080	16236730	79.9993	16236677	53	99.9997	0.0003	0.00	0.00



Resolution No.		2								
Resolution required: (Ordinary/ Special)		Ordinary - 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.								
Whether promoter/ promote	r group are interested in the	No								
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)]*	% of Votes against on votes polled (7)=[(5)/(2)]*	Votes Invalid	Votes Abstained
Promoter /Promoter Group	E-voting	11277650	11277650	100.0000	11277650	0	100.0000	0.0000	0.00	0.00
	Poll		0	0.0000	0	0	0.0000	0.0000	0.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0.00	0.00
	Total	11277650	11277650	100.0000	11277650	0	100.0000	0.0000	0.00	0.00
Public -Institution	E-voting	4905416	4809855	98.0519	4809855	0	100.0000	0.0000	0.00	0.00
	Poll		0	0.0000	0	0	0.0000	0.0000	0.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0.00	0.00
	Total	4905416	4809855	98.0519	4809855	0	100.0000	0.0000	0.00	0.00
Public-Non Institution	E-voting	4113014	153740	3.7379	153687	53	99.9655	0.0345	0.00	0.00
	- "	1	0	0.0000	0	0	0.0000	0.0000	0.00	0.00
	Poll									
	Postal Ballot (if applicable)	-								
	1 4	4113014	153740	3.7379	153687	53	99.9655	0.0345	0.00	0.00
тот	Postal Ballot (if applicable) Total	4113014 <b>20296080</b>				53 <b>53</b>	99.9655 <b>99.9997</b>	0.0345 <b>0.0003</b>	0.00 <b>0.00</b>	0.00
esolution No. esolution required: (Ordinar	Postal Ballot (if applicable) Total  TAL  y/ Special)	20296080 3 Ordinary - R being eligibl	16241245 Re-appointme		<b>16241192</b> in (DIN: 0793	53	99.9997	0.0003	0.00	0.00
Resolution No. Resolution required: (Ordinar Whether promoter/ promote	Postal Ballot (if applicable) Total TAL	20296080 3 Ordinary - R being eligibl	16241245 Re-appointme	80.0216 ent of Mr. Nitin Ja	<b>16241192</b> in (DIN: 0793	53	99.9997	0.0003	0.00	0.00
Resolution No. Resolution required: (Ordinar	Postal Ballot (if applicable) Total  TAL  y/ Special)	20296080 3 Ordinary - R being eligibl	16241245 Re-appointme	80.0216 ent of Mr. Nitin Ja	<b>16241192</b> in (DIN: 0793 ment.	53	99.9997	0.0003  Company, wh  % of Votes against on votes polled	0.00	0.00
Resolution No. Resolution required: (Ordinar Whether promoter/ promote genda/resolution?  Category	Postal Ballot (if applicable) Total  [AL  y/ Special)  r group are interested in the	20296080 3 Ordinary - R being eligibl Yes No. of Shares held	te-appointme e, offers him No. of votes polled (2)	80.0216 ent of Mr. Nitin Ja self for re-appoint % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	in (DIN: 0793 ment. No. of Votes in favour (4)	53 4566) as a D No. of Votes against	99.9997 irector of the % of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]*	0.00 to retires by	O.00 rotation and Votes Abstained
lesolution No. lesolution required: (Ordinar  Whether promoter/ promote genda/resolution?  Category	Postal Ballot (if applicable) Total  FAL  y/ Special)  r group are interested in the  Mode of Voting  E-voting Poll	20296080 3 Ordinary - R being eligibl Yes No. of Shares held (1)	te-appointme e, offers him No. of votes polled (2)	80.0216 ent of Mr. Nitin Ja self for re-appoint % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	16241192 in (DIN: 0793 ment.  No. of Votes in favour (4)  11277650	No. of Votes against (5)	99.9997 irector of the % of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*	O.00 no retires by Votes Invalid	0.00 rotation and Votes
lesolution No. lesolution required: (Ordinar  Whether promoter/ promote genda/resolution?  Category	Postal Ballot (if applicable) Total  FAL  y/ Special)  r group are interested in the  Mode of Voting  E-voting	20296080 3 Ordinary - R being eligibl Yes No. of Shares held (1)	No. of votes polled (2)  11277650 0	80.0216 ent of Mr. Nitin Ja self for re-appoint  % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100  100.0000 0.0000 0.0000	16241192 in (DIN: 0793 ment.  No. of Votes in favour (4)  11277650	No. of Votes against (5)	99.9997 irector of the % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 100.0000	% of Votes against on votes polled (7)=[(5)/(2)]* 100 0.0000	Votes Invalid	Votes Abstained 0.00 0.00
Resolution No. Resolution required: (Ordinar Whether promoter/ promote genda/resolution?  Category	Postal Ballot (if applicable) Total  TAL  y/ Special)  r group are interested in the  Mode of Voting  E-voting Poll Postal Ballot (if applicable) Total	20296080 3 Ordinary - R being eligibl Yes No. of Shares held (1)	No. of votes polled (2)  11277650 0	80.0216 ent of Mr. Nitin Ja self for re-appoint  % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100  100.0000 0.0000 0.0000	16241192 in (DIN: 0793 ment.  No. of Votes in favour (4)  11277650 0	No. of Votes against (5)	99.9997 irector of the % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 100.0000 0.0000	% of Votes against on votes polled (7)=[(5)/(2)]* 100 0.0000 0.0000	Votes Invalid  0.00 0.00	Votes Abstained
Resolution No. Resolution required: (Ordinar Whether promoter/ promote genda/resolution?  Category Promoter /Promoter Group	Postal Ballot (if applicable) Total  TAL  y/ Special)  r group are interested in the  Mode of Voting  E-voting Poll Postal Ballot (if applicable)	20296080 3 Ordinary - R being eligibl Yes  No. of Shares held (1)  11277650	No. of votes polled (2)  11277650 0	80.0216 ent of Mr. Nitin Ja self for re-appoint  % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100  100.0000 0.0000 0.0000	16241192 in (DIN: 0793 ment.  No. of Votes in favour (4)  11277650 0	No. of Votes against (5)	99.9997 irector of the % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 100.0000 0.0000 0.0000	% of Votes against on votes polled (7)=[(5)/(2)]* 100 0.0000 0.0000 0.0000	Votes Invalid  0.00 0.00 0.00	Votes Abstained  0.00 0.00 0.00
Resolution No. Resolution required: (Ordinar Whether promoter/ promote Igenda/resolution?  Category  Promoter /Promoter Group	Postal Ballot (if applicable) Total  [AL  y/ Special)  r group are interested in the  Mode of Voting  E-voting Poll Postal Ballot (if applicable) Total E-voting Poll	20296080 3 Ordinary - R being eligibl Yes  No. of Shares held (1)  11277650	No. of votes polled (2)  11277650  4809855	80.0216 ent of Mr. Nitin Ja self for re-appoint  % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100  100.0000 0.0000 100.0000 98.0519 0.0000	16241192 in (DIN: 0793 ment.  No. of Votes in favour (4)  11277650  0 11277650 4808374 0	No. of Votes against (5)  0 0 1481	99.9997 irector of the  % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 100.0000 0.0000 100.0000 99.9692	% of Votes against on votes polled (7)=[(5)/(2)]* 100 0.0000 0.0000 0.0000 0.0000 0.0308	Votes Invalid  0.00 0.00 0.00 0.00 0.00	Votes Abstained  0.00 0.00 0.00 0.00
Resolution No. Resolution required: (Ordinar Whether promoter/ promote genda/resolution?  Category  Promoter /Promoter Group	Postal Ballot (if applicable) Total  [AL  y/ Special)  r group are interested in the  Mode of Voting  E-voting Poll Postal Ballot (if applicable) Total E-voting	20296080 3 Ordinary - R being eligibl Yes  No. of Shares held (1)  11277650	No. of votes polled (2)  11277650  0 11277650 4809855 0 0	80.0216 ent of Mr. Nitin Ja self for re-appoint  % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100  100.0000 0.0000 100.0000 98.0519 0.0000 0.0000	16241192 in (DIN: 0793 ment.  No. of Votes in favour (4)  11277650  0  11277650  4808374  0  0	No. of Votes against (5)  0 0 1481 0 0	99.9997 irector of the  % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 100.0000 0.0000 100.0000 99.9692	% of Votes against on votes polled (7)=[(5)/(2)]* 100 0.0000 0.0000 0.0000 0.0000 0.0308	0.00  Votes Invalid  0.00  0.00  0.00  0.00  0.00  0.00  0.00  0.00	Votes Abstained  0.00 0.00 0.00 0.00 0.00
Resolution No. Resolution required: (Ordinar Whether promoter/ promote genda/resolution?  Category  Promoter /Promoter Group	Postal Ballot (if applicable) Total  FAL  y/ Special)  r group are interested in the  Mode of Voting  E-voting Poll Postal Ballot (if applicable) Total  E-voting Poll Postal Ballot (if applicable) Total  Total  Total  Total	20296080 3 Ordinary - R being eligibl Yes  No. of Shares held (1)  11277650	No. of votes polled (2)  11277650  0 11277650 4809855 0 0	80.0216 ent of Mr. Nitin Ja self for re-appoint  % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100  100.0000 0.0000 100.0000 98.0519 0.0000 98.0519	16241192 in (DIN: 0793 ment.  No. of Votes in favour (4)  11277650  0 11277650 4808374 0 4808374	No. of Votes against (5)  0 0 1481 0 1481	99.9997 irector of the % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 100.0000 0.0000 100.0000 99.9692 0.0000	% of Votes against on votes polled (7)=[(5)/(2)]* 100 0.0000 0.0000 0.0308 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	0.00  Votes Invalid  0.00  0.00  0.00  0.00  0.00  0.00  0.00  0.00  0.00	0.00  Votes Abstained  0.00 0.00 0.00 0.00 0.00 0.00
esolution No. lesolution required: (Ordinar Whether promoter/ promote genda/resolution?  Category  romoter /Promoter Group  ublic -Institution	Postal Ballot (if applicable) Total  FAL  y/ Special)  r group are interested in the  Mode of Voting  E-voting Poll Postal Ballot (if applicable) Total E-voting Poll Postal Ballot (if applicable) Postal Ballot (if applicable)	20296080 3 Ordinary - R being eligibl Yes  No. of Shares held (1)  11277650  4905416	No. of votes polled (2)  11277650  0 0 11277650 4809855 0 4809855	80.0216 ent of Mr. Nitin Ja self for re-appoint  % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100  100.0000  0.0000 100.0000 98.0519 0.0000 98.0519 3.7332	16241192 in (DIN: 0793 ment.  No. of Votes in favour (4)  11277650  0 11277650 4808374 0 4808374 153495	No. of Votes against (5)  0 0 0 1481 0 1481 53	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100 100.0000 0.0000 100.0000 99.9692 0.0000 0.0000	% of Votes against on votes polled (7)=[(5)/(2)]* 100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0345	0.00  Votes Invalid  0.00 0.00 0.00 0.00 0.00 0.00 0.00 0	0.00  Votes Abstained  0.00 0.00 0.00 0.00 0.00 0.00 0.00 0
Resolution No. Resolution required: (Ordinar Whether promoter/ promote genda/resolution?  Category  Promoter /Promoter Group  Public -Institution	Postal Ballot (if applicable) Total  FAL  y/ Special)  r group are interested in the  Mode of Voting  E-voting Poll Postal Ballot (if applicable) Total E-voting Poll	20296080 3 Ordinary - R being eligibl Yes  No. of Shares held (1)  11277650  4905416	No. of votes polled (2)  11277650  0 0 11277650 4809855 0 4809855	80.0216 ent of Mr. Nitin Ja self for re-appoint  % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100  100.0000  0.0000 100.0000 98.0519 0.0000 98.0519 3.7332	16241192 in (DIN: 0793 ment.  No. of Votes in favour (4)  11277650  0 11277650 4808374 0 4808374 153495	No. of Votes against (5)  0 0 0 1481 0 1481 53	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100 100.0000 0.0000 100.0000 99.9692 0.0000 0.0000 99.9692	% of Votes against on votes polled (7)=[(5)/(2)]* 100 0.0000 0.0000 0.0308 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	0.00  Votes Invalid  0.00  0.00  0.00  0.00  0.00  0.00  0.00  0.00  0.00	0.00  Votes Abstained  0.00 0.00 0.00 0.00 0.00 0.00 0.00 0
Resolution No. Resolution required: (Ordinar Whether promoter/ promote genda/resolution?  Category  Promoter /Promoter Group	Postal Ballot (if applicable) Total  FAL  y/ Special)  r group are interested in the  Mode of Voting  E-voting Poll Postal Ballot (if applicable) Total E-voting Poll Postal Ballot (if applicable) Total E-voting Foll Postal Ballot (if applicable) Total E-voting Foll Postal Ballot (if applicable) Total E-voting	20296080 3 Ordinary - R being eligibl Yes  No. of Shares held (1)  11277650  4905416  4905416  4113014	No. of votes polled (2)  11277650 0 11277650 4809855 0 4809855 153548 0	80.0216 ent of Mr. Nitin Ja self for re-appoint  % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100  100.0000  0.0000  100.0000  98.0519  0.0000  98.0519  3.7332  0.0000	16241192 in (DIN: 0793 ment.  No. of Votes in favour (4)  11277650  0  11277650  4808374  0  4808374  153495  0	No. of Votes against (5)  0 0 0 1481 53 0	99.9997 irector of the  % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 100.0000 0.0000 100.0000 99.9692 0.0000 99.9655 0.0000	% of Votes against on votes polled (7)=[(5)/(2)]* 100 0.00000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.00000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.000000	0.00 No retires by  Votes Invalid  0.00 0.00 0.00 0.00 0.00 0.00 0.00 0	0.00  Votes Abstained  0.00 0.00 0.00 0.00 0.00 0.00 0.00 0
Resolution No. Resolution required: (Ordinar Whether promoter/ promote genda/resolution?	Postal Ballot (if applicable) Total  [AL  y/ Special)  r group are interested in the  Mode of Voting  E-voting Poll Postal Ballot (if applicable) Total	20296080 3 Ordinary - R being eligibl Yes  No. of Shares held (1)  11277650  4905416	No. of votes polled (2)  11277650 0 11277650 4809855 0 4809855 153548 0	80.0216 ent of Mr. Nitin Ja self for re-appoint  % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100  100.0000  0.0000  100.0000  98.0519  0.0000  98.0519  3.7332  0.0000	16241192 in (DIN: 0793 ment.  No. of Votes in favour (4)  11277650  0  11277650  4808374  0  4808374  153495  0	No. of Votes against (5)  0 0 0 1481 0 1481 53 0	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100 100.0000 0.0000 100.0000 99.9692 0.0000 99.9692 99.9655	% of Votes against on votes polled (7)=[(5)/(2)]* 100 0.00000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.00000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.000000	0.00  Votes Invalid  0.00 0.00 0.00 0.00 0.00 0.00 0.00 0	0.00  Votes Abstained  0.00 0.00 0.00 0.00 0.00 0.00 0.00 0

Resolution No.	4									
		<b>Ordinary</b> - Ratification of the remuneration of Cost Auditors, M/s. Jithendra Kumar & Co, Cost Accountants for the financial year ending on December 31, 2023.								
Whether promoter/ promoter agenda/resolution?	group are interested in the	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	in favour	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter /Promoter Group	E-voting	11277650	11277650	100.0000	11277650	0	100.0000	0.0000	0.00	0.00
	Poll		0	0.0000	0	0	0.0000	0.0000	0.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0.00	0.00
	Total	11277650	11277650	100.0000	11277650	0	100.0000	0.0000	0.00	0.00
Public -Institution	E-voting	4905416	4809855	98.0519	4809855	0	100.0000	0.0000	0.00	0.00
	Poll		0	0.0000	0	0	0.0000	0.0000	0.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0.00	0.00
	Total	4905416	4809855	98.0519	4809855	0	100.0000	0.0000	0.00	0.00
Public-Non Institution	E-voting	4113014	153548	3.7332	153495	53	99.9655	0.0345	0.00	0.00
	Poll		0	0.0000	0	0	0.0000	0.0000	0.00	0.00
	Postal Ballot (if applicable)									
	Total	4113014	153548	3.7332	153495	53	99.9655	0.0345	0.00	0.00
тот	AL	20296080	16241053	80.0206	16241000	53	99.9997	0.0003	0.00	0.00





### **COMPANY SECRETARIES**

## A Peer Reviewed Firm

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

UDIN: F005684E000248291

## **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 32<sup>nd</sup> 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 32<sup>nd</sup> 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: <a href="mailto:akroyco@yahoo.co.in/anjanroy">akroyco@yahoo.co.in/anjanroy</a> 2003@yahoo.co.in, Mobile Ph Nos. 9830201949/9831891949.



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#### **COMPANY SECRETARIES**

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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 27<sup>th</sup> February, 2023.

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- v. That the said Remote E voting at portal <a href="www.evoting.nsdl.com">www.evoting.nsdl.com</a> 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	Number of votes	% of total number
	(folios)	cast (One Share,	of valid votes cast
		one vote basis)	
Remote E- voting	117	16236408	99.9980
E - voting during	105	269	0.0017
the AGM	h	h 7	
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	-	- v
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	-	43	
Total	4	53	0.0003

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## A Peer Reviewed Firm

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

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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	I-	
E - voting during the AGM	77-12	
Total	114 -	

#### 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	Number of votes	% of total number	
	Voters	cast (One Share,	of valid votes cast	
	(folios)	one vote basis)		
Remote E- voting	5	1534	.0094	
E - voting during the AGM		- 4		
Total	5	1534	.0094	

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#### **COMPANY SECRETARIES**

## A Peer Reviewed Firm

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#### iii. Invalid Votes:

Mode of Voting	No. of Voters	Number of votes cast
	(folios)	(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	Number of	% of total number
	(folios)	votes cast	of valid votes cast
		(One Share,	
		one vote basis)	
Remote E- voting	117	16240731	99.9980
			28A
E - voting during	105	269	0.0017
the AGM			
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		<u> </u>

FOR, ANJAN KUMAR ROY & CO.

**Company Secretaries** 

ANJÁN KUMAR ROY

FCS 5684

CP 4557

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Peer Review Certificate No.: 869/2020

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

Countersigned by

Vikram Singh

**Company Secretary and Compliance Officer**