

**ANJAN KUMAR ROY & CO**  
**COMPANY SECRETARIES**  
**A Peer Reviewed Firm**

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

UDIN: F005684B000775024

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

Date: September 26, 2020

**Sub:** Scrutinizer's Report on the "Remote Electronic Voting" and "Electronic Voting at the Annual General Meeting", in respect of the resolutions passed in the 29<sup>th</sup> Annual General Meeting of M/s. Vesuvius India Limited, held on 25<sup>th</sup> Day of September, 2020 through video conference / other audio-visual Means.

Dear Sir,

(A) I have been appointed, vide a resolution passed by the Board of Directors of M/s. Vesuvius India Limited ("the Company", hereinafter) at their meeting held on 11<sup>th</sup> Day of August, 2020, as the Scrutinizer, pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by 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 Requirement) regulations, 2015, for the 29<sup>th</sup> Annual General Meeting of the Company ("AGM" hereinafter) held on 25<sup>th</sup> Day of September, 2020, to carry out the scrutiny of the votes cast by the members through "Remote Electronic Voting" ("Remote E – Voting" here in after) and "Electronic Voting at the Annual General Meeting" ("E – Voting at the AGM" hereinafter) in respect of the 10 resolutions, as mentioned herein below and as contained in the Notice of the said AGM.

(B) The aforesaid AGM has been held through video conference / other audio-visual means, without the physical presence of members, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 and also read with the General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively, issued by the Ministry of Corporate Affairs, Government of India and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India. Pursuant to the aforesaid provisions of law read with the aforesaid circulars, I have conducted the scrutiny of the aforesaid "Remote E – Voting" and "E- Voting at AGM", in respect of the resolutions no. 01 to 10. I submit my report hereunder:

- i. As per the information and documents provided to me, by the officers of the Company including through E-mail, the Company has completed by 28<sup>th</sup> Day of August, 2020 the dispatch of the relevant Notice dated 19<sup>th</sup> Day of August, 2020 along with statement setting out material facts under Section

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102 of the Companies Act, 2013, convening the AGM, to the members of the Company. Further, I have been informed by the officers of the Company and have personally verified that the relevant Notice of the said AGM has been placed on the website of the Company.

- ii. The relevant Notice of the said AGM, mentioned *inter alia* that the business would be transacted through video conference / Other Audio Visual Means at the said AGM, the necessary facilities were being provided by the Company through E - Voting services provided by the National Securities Depository Limited ("NSDL", hereinafter)
- iii. I have been shown by the officers of the Company, the advertisements made on 02<sup>nd</sup> day, of September, 2020 in newspapers being "Business Standard" (English daily, all editions) and "Sanbad Pratidin" (Bengali daily, Kolkata edition) containing, inter alia, the following information:
- a. Statement that the AGM will be held through video conference / Other Audio Visual Means and business would be transacted through voting by electronic means.
  - b. Statement that the period of Remote E - Voting shall start from 09.00 A.M. on 21<sup>st</sup> Day of September, 2020 and shall end at 5.00 P.M. on 24<sup>th</sup> Day of September, 2020.
  - c. Statement that the CUT OFF date for determining eligibility to cast vote was 18<sup>th</sup> Day of September 1 2020 and such persons who were the members of the Company on the said CUT OFF date were entitled to cast their vote either by Remote E - Voting or E - Voting at the AGM on the relevant resolutions.
  - d. Statement that members who cast their vote by Remote E - Voting may attend the said AGM through Video Conference or Other Audio-Visual Means but shall not be entitled to cast their vote again.
  - e. The statement that Remote E - Voting shall be blocked by NSDL after 5.00 P.M. on 24<sup>th</sup> Day of September, 2020.
  - f. 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.
  - g. Website address of the Company and of the NSDL, where Notice of the said AGM was displayed.
  - h. Contact details, in case of grievances/queries in respect of the Remote E - Voting.
- iv. That to the best of my understanding the Remote E - Voting was open from 09:00 A.M. on 21<sup>st</sup> Day of September, 2020 to 5:00 P.M. on 24<sup>th</sup> Day of September, 2020.

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- v. That to the best of my understanding the portal i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com), where Remote E - Voting process was provided, was blocked at 5:00 P.M. on 24<sup>th</sup> Day of September, 2020.
- vi. That after the discussions on the above 10 resolutions at the said AGM were over, a facility to cast their vote by E-voting was provided to those members, who were present in the said AGM through Video Conference or Other Audio-Visual Means and had not cast their vote on the resolutions through Remote E-Voting.
- vii. That the said Remote E - voting at portal [www.evoting.nsdl.com](http://www.evoting.nsdl.com) was unblocked by me at 4.34 PM on 25<sup>th</sup> Day of September, 2020, 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. Aritra Nag: Aritra Nag
- b. Megha Periwal: Megha Periwal
- who are not in the employment of the Company and who have put their signatures alongside their names as above.
- viii. The results of Remote E- Voting, containing the detail of votes cast by Remote E - Voting mode and E Voting at the AGM has been downloaded from the aforesaid portal of NSDL, the agency which was appointed by the Company to provide and maintain and which provided and maintained the platform for Remote E - Voting and E - Voting at the AGM.

(C) That the details of voting, through Remote E – Voting and E- Voting at the AGM, in respect of the said 10 resolutions, are as hereunder:

**ORDINARY BUSINESS:**

**Item No. 1 ORDINARY BUSINESS, ORDINARY RESOLUTION:**

To receive, consider and adopt the Audited Financial Statements of Vesuvius India Limited for the year ended on December 31, 2019, the Reports of the Directors and Auditors thereon.



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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	129	15746875	99.9978
E - voting at the AGM	5	354	0.0022
Total	134	15747229	*100.00

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	1	1	0.00
E - voting at the AGM	0	0	0.00
Total	1	1	*0.00

iii. **Invalid** Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)
Remote E- voting	0	0
E - voting at the AGM	0	0
Total	0	0



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**Item No. 2 ORDINARY BUSINESS, ORDINARY RESOLUTION:**

**Declaration of dividend for the year ended on December 31, 2019.**

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	129	15746875	99.9978
E - voting at the AGM	5	354	0.0022
Total	134	15747229	*100.00

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	1	1	0.00
E - voting at the AGM	0	0	0.00
Total	1	1	*0.00

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	0	0
E - voting at the AGM	0	0
Total	0	0

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**SPECIAL BUSINESS:**

**Item No. 3 SPECIAL BUSINESS ORDINARY RESOLUTION:**

To appoint Mr. Subrata Roy (DIN NO 07046994) as a Director and Managing Director of the Company.

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	128	15746782	99.9978
E - voting at the AGM	5	354	0.0022
Total	133	15747136	*100.00

i. 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	1	1	0.00
E - voting at the AGM	0	0	0.00
Total	1	1	*0.00

ii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)
Remote E- voting	0	0
E - voting at the AGM	0	0
Total	0	0

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**Item No. 4 SPECIAL BUSINESS ORDINARY RESOLUTION:**

**To appoint Mr Thiago Da Costa Avelar (DIN No. 08697241) as Director.**

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	126	15552656	99.9939
E - voting at the AGM	5	354	0.0023
Total	131	15553010	99.9962

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	2	593	0.0038
E - voting at the AGM	0	0	0.00
Total	2	593	0.0038

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)
Remote E- voting	0	0
E - voting at the AGM	0	0
Total	0	0

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## Item No. 5 SPECIAL BUSINESS ORDINARY RESOLUTION:

To appoint Miss Nayantara Palchoudhuri (DIN No. 00581440) as Director.

### 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	123	13631046	86.5622
E - voting at the AGM	5	354	0.0022
Total	128	13631400	86.5644

### 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	5	2115712	13.4356
E - voting at the AGM	0	0	0.00
Total	5	2115712	13.4356

### iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)
Remote E- voting	0	0
E - voting at the AGM	0	0
Total	0	0

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## Item No. 6 SPECIAL BUSINESS ORDINARY RESOLUTION:

To appoint Mr Biswadip Gupta (DIN No. 00048258) as Director.

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	123	13630479	86.5585
E - voting at the AGM	5	354	0.0022
Total	128	13630833	86.5607

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	6	2116304	13.4393
E - voting at the AGM	0	0	0.00
Total	6	2116304	13.4393

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)
Remote E- voting	0	0
E - voting at the AGM	0	0
Total	0	0

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Item No. 7 as SPECIAL BUSINESS ORDINARY RESOLUTION:

To appoint Mr Henry James Knowles (DIN No. 08751453) as Director.

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	126	15553247	99.9977
E - voting at the AGM	5	354	0.0023
Total	131	15553601	*100.00

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	1	1	0.00
E - voting at the AGM	0	0	0,00
Total	1	1	*0.00

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)
Remote E- voting	0	0
E - voting at the AGM	0	0
Total	0	0

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## Item No. 8 SPECIAL BUSINESS SPECIAL RESOLUTION:

To Re-Appoint Miss Nayantara Palchoudhuri (DIN No. 00581440) as Independent Director for a further five year term from September 25, 2020.

### 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	122	13631068	86.5622
E - voting at the AGM	5	354	0.0022
Total	127	13631422	86.5644

### 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	7	2115715	13.4356
E - voting at the AGM	0	0	0.00
Total	7	2115715	13.4356

### iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)
Remote E- voting	0	0
E - voting at the AGM	0	0
Total	0	0

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**Item No. 9 SPECIAL BUSINESS, SPECIAL RESOLUTION:**

**To Re-Appoint Mr Biswadip Gupta (DIN No. 00048258) as Independent Director for a further five year term from September 25, 2020**

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	121	13630476	86.5584
E - voting at the AGM	5	354	0.0022
Total	126	13630830	86.5607

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	8	2116307	13.4393
E - voting at the AGM	0	0	0.00
Total	8	2116307	13.4393

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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	0	0
E - voting at the AGM	0	0
Total	0	0

**Item No. 10 SPECIAL BUSINESS ORDINARY RESOLUTION:**

**To approve remuneration of Cost Auditors M/s Jithendra Kumar & Co, Cost Accountants (Firm registration number: 103347).**

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	128	15746782	99.9978
E - voting at the AGM	5	354	0.0022
Total	133	15747136	*100.00

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	1	1	0.00
E - voting at the AGM	0	0	0.00
Total	1	1	*0.00

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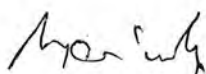
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iii. **Invalid Votes:**

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)
Remote E- voting	0	0
E - voting at the AGM	0	0
Total	0	0

*\*Since only 01 vote has been cast against the resolution, which is difficult to be expressed in percentage, the percentage of votes in favour of the resolution being more than 99.99% has been shown as 100% and the percentage of votes cast against the resolution being less than 0.0001% has been shown as 0.00%.*

FOR, ANJAN KUMAR ROY & CO.  
Company Secretaries



ANJAN KUMAR ROY  
FCS 5684  
CP 4557  
UDIN: F005684B000775024



Scrutinizer for and in respect of the Remote E – Voting and E- Voting at the 29<sup>th</sup> AGM held on 25<sup>th</sup> Day of September, 2020, of M/s. Vesuvius India Limited.

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