



May 7, 2022

To,
BSE Limited
The Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001
Scrip Code : 520113

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 : VESUVIUS

Dear Sir/Madam,

Subject: Outcome of the 31st Annual General Meeting of the Company

Kindly note that the 31st Annual General Meeting (AGM) of the Company has been duly convened and held on Friday, May 6, 2022 at 1.30 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with guidelines stipulated by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

In this regard, please find enclosed the following:

1. The gist of proceedings of the 31st AGM of the Company held on Friday, May 6, 2022, pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI LODR) **(Annexure - I)**;
2. The Voting Results in terms of the provisions of Regulation 44(3) of the SEBI LODR **(Annexure - II)**
3. The Scrutinizer's Report on the "Remote E-voting" and "E-voting during the AGM" dated May 6, 2022 **(Annexure - III)**.

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


Vikram Singh 

Company Secretary & Compliance Officer

Membership No.: A16381

Encl.: As above

Vesuvius India Ltd.

P-104 Taratolla Road Kolkata West Bengal 700088 India
Contact No : (033) 6109 0500 / Fax No : (033) 2401 3976 / Email id : vesuviusindia@vesuvius.com
Pan No : AAACV8995Q , GST Regn Type : Regular/TDS/ISD, GST Regn No : 19AAACV8995Q1Z1 , GST State Code : 19

Corporate Identification No. : L26933WB1991PLC052968
Corporate Email ID : vesuviusindia@vesuvius.com
website : www.vesuviusindia.in



**GIST OF THE PROCEEDINGS OF THE 31ST ANNUAL GENERAL MEETING (AGM)
OF VESUVIUS INDIA LIMITED HELD ON FRIDAY, MAY 6, 2022**

The 31st Annual General Meeting (AGM) of the Members of the Company was duly convened and held on Friday, May 6, 2022 on and from 1.30 P.M. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in accordance with General Circular General Circular No. 21/2021 dated December 14, 2021 (in continuation of earlier General Circular Nos. 20/2020, 02/2021 and 19/2021 dated May 05, 2020; January 13, 2021 and December 8, 2021, respectively) issued by the Ministry of Corporate Affairs ('MCA') [collectively referred to as "MCA Circulars"].

Mr Biswadip Gupta, the Chairman, welcomed the Members attending the AGM and the requisite quorum being present, declared the 31st Annual General Meeting to order. Total 83 Members attended the Meeting as per the records of attendance. The Chairman briefed about the guidelines to be followed during the Meeting for shareholders and also informed the Members about the regulatory aspects pertaining to participation at the Meeting through VC/OAVM. The Chairman also informed that the statutory registers and other relevant documents, as mentioned in the Notice of the AGM, have been made available electronically for inspection by the Members during the AGM.

The Chairman introduced the other Board Members who had joined the Meeting from their respective locations. He himself being the Chairman of the Audit Committee and Stakeholders' Relationship Committee informed that Mr Sudipto Sarkar, the Chairman of Nomination and Remuneration Committee was also present at the AGM. The representatives of the Statutory Auditors as well as the Secretarial Auditors of the Company were also present through video conferencing.

The Chairman gave a brief outlook of the Indian Economy and the business prospects of the Company and impact of the rapid fall in the number of Covid-19 cases and the relaxation in the lockdown rules by many states, that allowed the Indian corporate sector to resume business activities on a full scale in the October - December 2021 quarter.

The Chairman informed that the Board of Directors of the Company has recommended the Dividend of Rs 8/- per share of the face value of Rs 10/-, for the year ended December 31, 2021, which will result in dividend outgo of Rs 16.24 crores. He informed that appropriate Income Tax will be deducted from dividend and Shareholders have already been informed in this regard. Once declared at the Annual General Meeting, the Dividend would be paid electronically through NECS directly into the bank accounts of Members.



The Chairman invited Mr Patrick Andre, the Chief Executive of Vesuvius plc, the ultimate holding company of Vesuvius India Limited, who spoke about the international scenario and Indian operations in particular.

The Chairman informed that in compliance with the provisions of the Companies Act, 2013 read with the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has extended remote E-voting facility to its Members, to transact the businesses set out in the Notice. The said remote e-voting facility was made available through National Securities Depository Limited from May 2, 2022 (9:00 A.M. IST) to May 5, 2022 (5:00 P.M. IST). The Chairman also informed that Mr Anjan Kumar Roy, Company Secretaries, was appointed as Scrutiniser as the Scrutinizer for the purpose of scrutinizing the voting process through remote e-voting and e-voting in the AGM in a fair and transparent manner. He further informed that Members who had not cast their votes through remote e-voting facility and who were present in the meeting would have an opportunity to cast their votes through e-voting system at the end of the meeting.

Thereafter, the Notice convening the 31st AGM (the "Notice") was taken as read with the consent of the Members present. The Chairman mentioned that there were no qualifications, observations or any adverse remarks made by the Auditors in their Report on the Financial Statements of the Company or by the Secretarial Auditor in his Secretarial Audit Report for the financial year ended December 31, 2021. Hence, the Auditors' Report on the Financial Statement and the Secretarial Audit Report were not required to be read at the AGM.

The Chairman thereafter invited the members to give their views and raise queries on the financials of the Company. Eighteen Members gave their views and raised queries on various aspects, which were duly noted and responded to by the Chairman.

Thereafter, the Chairman announced activation of the window for e-voting for those Members who were attending the AGM and who could not cast their vote through remote e-voting. He further informed that the window for electronic voting shall remain open for 30 minutes to enable the Members to cast their votes. The Chairman announced that the voting results shall be submitted to the Stock Exchanges within two working days of the conclusion of the meeting, in the prescribed format and the said results along with the Scrutinizer's Report on remote e-voting and e-voting during the AGM, shall also be placed on the Company's website.

The Chairman also thanked all the Members for their presence and involvement.

Thereafter, the electronic voting through Insta Poll was conducted smoothly.

Vesuvius India Ltd.

P-104 Taratolla Road Kolkata West Bengal 700088 India
Contact No : (033) 6109 0500/ Fax No : (033) 2401 3976 / Email id : vesuviusindia@vesuvius.com
Pan No : AAACV8995Q , GST Regn Type : Regular/TDS/ISD, GST Regn No : 19AAACV8995Q1Z1 , GST State Code : 19

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website : www.vesuviusindia.in





Based on the Consolidated Scrutinizer's Report dated May 6, 2022, following resolutions have been passed by the Members with requisite majority:

Ordinary Business:

1. Adoption of the Audited Financial Statements of the Company for the financial year ended on December 31, 2021, the Reports of the Board of Directors and Auditors thereon. **(Ordinary Resolution)**
2. Declaration of dividend at the rate of Rs. 8/- (Rupees Eight only) per Equity Share of Rs. 10/- (Rupees Ten) each fully paid-up of the Company for the financial year ended on December 31, 2021. **(Ordinary Resolution)**
3. Re-appointment of Mr Henry James Knowles (DIN: 08751453) as a Director of the Company, liable to retire by rotation. **(Ordinary Resolution)**
4. Appointment of Messrs Price Waterhouse Chartered Accountants LLP, Chartered Accountants, as the Statutory Auditors of the Company for another term of five years and fixation of their remuneration. **(Ordinary Resolution)**

Special Business:

5. Appointment of Mr Pascal Genest (DIN: 09473571) as a Director of the Company, liable to retire by rotation. **(Ordinary Resolution)**
6. Ratification of the remuneration of Cost Auditors of the Company for the financial year ending on December 31, 2022. **(Ordinary Resolution)**

The Meeting concluded at 3.46 P.M. (IST) with a vote of thanks to the Chair.

For Vesuvius India Limited



Vikram Singh

Company Secretary & Compliance Officer

Membership No.: A16381

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website : www.vesuviusindia.in



Name of the Company		Vesuvius India Limited								
Date of the AGM		Friday, 6 May, 2022								
Total number of shareholders on record date		15441								
No. of shareholders present in the meeting either in person or through proxy:										
Promoters and Promoter Group:		Not Applicable								
Public:		Not Applicable								
No. of Shareholders attended the meeting through Video Conferencing										
Promoters and Promoter Group:		1								
Public:		82								
Resolution No.		1								
Resolution required: (Ordinary/ Special)		Ordinary - Adoption of the Audited Financial Statements of the Company for the financial year ended on December 31, 2021, the Reports of the Board of Directors and Auditors thereon.								
Whether promoter/ promoter group are interested in the 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)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter /Promoter Group	E-voting	11277650	11277650	100.00	11277650	0	100.00	0.00	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0.00	0.00
	Total	11277650	11277650	100.00	11277650	0	100.00	0.00	0.00	0.00
Public -Institution	E-voting	5227055	5095079	97.48	5095079	0	100.00	0.00	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0.00	0.00
	Total	5227055	5095079	97.48	5095079	0	100.00	0.00	0.00	0.00
Public-Non Institution	E-voting	3791375	7506	0.20	7350	156	97.92	2.08	0.00	0.00
	Poll			0.00	0	0	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)									
	Total	3791375	7506	0.20	7350	156	97.92	2.08	0.00	0.00
TOTAL		20296080	16380235	80.71	16380079	156	100.00	0.00	0.00	0.00

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Resolution No.		2									
Resolution required: (Ordinary/ Special)		Ordinary - Declaration of dividend at the rate of Rs. 8/- (Rupees Eight only) per Equity Share of Rs. 10/- (Rupees Ten) each fully paid-up of the Company for the financial year ended on December 31, 2021.									
Whether promoter/ promoter group are interested in the 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)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter /Promoter Group	E-voting	11277650	11277650	100.00	11277650	0	100.00	0.00	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0.00	0.00	
	Total		11277650	11277650	100.00	11277650	0	100.00	0.00	0.00	0.00
Public -Institution	E-voting	5227055	5096323	97.50	5096323	0	100.00	0.00	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0.00	0.00	
	Total		5227055	5096323	97.50	5096323	0	100.00	0.00	0.00	0.00
Public-Non Institution	E-voting	3791375	7506	0.20	7350	156	97.92	2.08	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	0.00	0.00	
	Postal Ballot (if applicable)										
	Total		3791375	7506	0.20	7350	156	97.92	2.08	0.00	0.00
TOTAL		20296080	16381479	80.71	16381323	156	100.00	0.00	0.00	0.00	
Resolution No.		3									
Resolution required: (Ordinary/ Special)		Ordinary - Re-appointment of Mr Henry James Knowles (DIN: 08751453) as a Director of the Company, liable to retire by rotation.									
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes									
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)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter /Promoter Group	E-voting	11277650	11277650	100.00	11277650	0	100.00	0.00	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0.00	0.00	
	Total		11277650	11277650	100.00	11277650	0	100.00	0.00	0.00	0.00
Public -Institution	E-voting	5227055	5096323	97.50	5054400	41923	99.18	0.82	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0.00	0.00	
	Total		5227055	5096323	97.50	5054400	41923	99.18	0.00	0.00	0.00
Public-Non Institution	E-voting	3791375	7506	0.20	6349	1157	84.59	15.41	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	0.00	0.00	
	Postal Ballot (if applicable)										
	Total		3791375	7506	0.20	6349	1157	84.59	15.41	0.00	0.00
TOTAL		20296080	16381479	80.71	16338399	43080	99.74	0.26	0.00	0.00	




Resolution No.		4									
Resolution required: (Ordinary/ Special)		Ordinary - Appointment of Messrs Price Waterhouse Chartered Accountants LLP, Chartered Accountants, as the Statutory Auditors of the Company for another term of five years and fixation of their remuneration.									
Whether promoter/ promoter group are interested in the 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)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter /Promoter Group	E-voting	11277650	11277650	100.00	11277650	0	100.00	0.00	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0.00	0.00	
	Total		11277650	11277650	100.00	11277650	0	100.00	0.00	0.00	0.00
Public -Institution	E-voting	5227055	5096323	97.50	3107216	1989107	60.97	39.03	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0.00	0.00	
	Total		5227055	5096323	97.50	3107216	1989107	60.97	39.03	0.00	0.00
Public-Non Institution	E-voting	3791375	7506	0.20	7349	157	97.91	2.09	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	0.00	0.00	
	Postal Ballot (if applicable)										
	Total		3791375	7506	0.20	7349	157	97.91	2.09	0.00	0.00
TOTAL		20296080	16381479	80.71	14392215	1989264	87.86	12.14	0.00	0.00	

Resolution No.		5									
Resolution required: (Ordinary/ Special)		Ordinary - Appointment of Mr Pascal Genest (DIN: 09473571) as a Director of the Company liable to retire by rotation.									
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes									
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)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter /Promoter Group	E-voting	11277650	11277650	100.00	11277650	0	100.00	0.00	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0.00	0.00	
	Total		11277650	11277650	100.00	11277650	0	100.00	0.00	0.00	0.00
Public -Institution	E-voting	5227055	5096323	97.50	5054400	41923	99.18	0.82	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0.00	0.00	
	Total		5227055	5096323	97.50	5054400	41923	99.18	0.82	0.00	0.00
Public-Non Institution	E-voting	3791375	7506	0.20	6249	1257	83.25	16.75	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	0.00	0.00	
	Postal Ballot (if applicable)										
	Total		3791375	7506	0.20	6249	1257	83.25	16.75	0.00	0.00
TOTAL		20296080	16381479	80.71	16338209	43180	99.74	0.26	0.00	0.00	

Signature

Signature



Resolution No.		6								
Resolution required: (Ordinary/ Special)		Ordinary - Ratification of the remuneration of Cost Auditors of the Company for the financial year ending on December 31, 2022.								
Whether promoter/ promoter group are interested in the 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)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter /Promoter Group	E-voting	11277650	11277650	100.00	11277650	0	100.00	0.00	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0.00	0.00
	Total	11277650	11277650	100.00	11277650	0	100.00	0.00	0.00	0.00
Public -Institution	E-voting	5227055	5096323	97.50	5096323	0	100.00	0.00	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0.00	0.00
	Total	5227055	5096323	97.50	5096323	0	100.00	0.00	0.00	0.00
Public-Non Institution	E-voting	3791375	7323	0.19	7167	156	97.87	2.13	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)									
	Total	3791375	7323	0.19	7167	156	97.87	2.13	0.00	0.00
TOTAL		20296080	16381296	80.71	16381140	156	100.00	0.00	0.00	0.00

Singh



ANJAN KUMAR ROY & CO
COMPANY SECRETARIES
A Peer Reviewed Firm

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

UDIN: F005684D000275239

Date: May 06, 2022

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 31st Annual General Meeting of M/s. Vesuvius India Limited (CIN No: L26933WB1991PLC052968), held on May 06, 2022 through Video Conference / Other Audio-Visual Means.

Dear Sir,

(A) I, Mr. 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 24, 2022, pursuant to 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 the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("**the SEBI LODR**"), to carry out the scrutiny of the 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 31st Annual General Meeting of the Company, held on May 06, 2022 (here in after to be referred as "**AGM**").

(B) The aforesaid AGM has been held through Video Conference / Other Audio-Visual Means, without the physical presence of members, pursuant to General Circular No. 21/2021 dated December 14, 2021 issued by the Ministry of Corporate Affairs, Government of India (in continuation of its earlier General Circular Nos. 20/2020, 2/2021, and 19/2021 dated May 05, 2020, January 13, 2021, and December 08, 2021 respectively). 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 6, as mentioned below in paragraph (C) of this report. I submit my report hereunder:

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026. E-mail: akroyco@yahoo.co.in/anjanroy_2003@yahoo.co.in Land Line: 033 2475 0112. Mobile Ph Nos. 9830201949/9831891949.



ANJAN KUMAR ROY & CO

COMPANY SECRETARIES

A Peer Reviewed Firm

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

UDIN: F005684D000275239

- i. As per the information and documents provided to me, by the officers of the Company through E-mail, on April 12, 2022, the Notice dated February 24, 2022 convening the 31st AGM ("the Notice"), along with the Annual Report were sent through electronic mode to the Members whose email addresses were registered with the Company/Depositories/RTA in compliance with the MCA Circulars and physical copies of the Notice of the AGM along with the Annual Report have also been dispatched through speed post to the Members whose email addresses were not registered with the Company / Depositories / RTA. 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 Notice of the AGM, mentioned *inter alia* that the business would be transacted through Video Conference / Other Audio Visual Means at the said AGM, the necessary facilities being provided by the Company through E - Voting services provided by the National Securities Depository Limited (here in after to be referred as "NSDL")
- iii. Prior to 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 March 30, 2022, in "Business Standard" (English) (All Editions) and "Sanbad Pratidin" (Bengali) (Kolkata Edition) including in its electronic editions.

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 13, 2022 in newspapers being "Business Standard" (in English) and "Sanbad Pratidin" (in Bengali) containing, inter alia, the following information:

- a. Statement that the AGM will be held and business would be conducted through Video Conference / Other Audio Visual Means.
- b. Statement that the period of Remote E - Voting shall commence on Monday, May 2, 2022 from 9.00 A.M. IST and shall end on Thursday, May 5, 2022 at 5.00 P.M. IST. Further, the remote e-voting module shall be disabled by NSDL thereafter.
- 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 was April 29, 2022.
- d. Statement that members who had 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.

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026. E-mail: akroyco@yahoo.co.in/anjanroy_2003@yahoo.co.in Land Line: 033 2475 0112. Mobile Ph Nos. 9830201949/9831891949.



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- 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 said AGM was displayed.
- g. 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 9.00 A.M. IST on Monday, May 2, 2022 to 5.00 P.M. IST on Thursday, May 5, 2022.
- v. That to the best of my understanding the portal i.e., www.evoting.nsdl.com, where Remote E - Voting process was provided, was blocked at 5.00 P.M. IST on Thursday, May 5, 2022.
- vi. A facility to cast 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 was unblocked by me at 4.29 P.M. IST on Friday, May 06, 2022, 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. Gyanendra Nahar
- b. Ritwika Roy
- 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 during 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 during the AGM.
- ix. I have received through e-mail 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 Act, on the resolutions mentioned in the Notice.



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(C) That the details of voting, through Remote E – Voting and E- Voting at the AGM, in respect of the said 6 resolutions as set out in the Notice, are as under:

ORDINARY BUSINESS:

Item No. 1-ORDINARY BUSINESS, ORDINARY RESOLUTION:

Adoption of the Audited Financial Statements of the Company for the financial year ended on December 31, 2021, the Reports of the Board of Directors and Auditors thereon.

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	134	16380076	99.9991
E - voting during the AGM	3	3	0
Total	137	16380079	99.9991

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	156	0.0009
E - voting during the AGM	-	-	-
Total	6	156	0.0009

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	-	-



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Item No. 2-ORDINARY BUSINESS, ORDINARY RESOLUTION:

Declaration of dividend at the rate of Rs. 8/- (Rupees Eight only) per Equity Share of Rs. 10/- (Rupees Ten) each fully paid-up of the Company for the financial year ended on December 31, 2021.

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

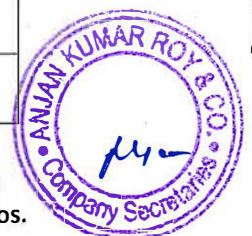
Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	135	16381320	99.9991
E - voting during the AGM	3	3	0
Total	138	16381323	99.9991

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	156	0.0009
E - voting during the AGM	-	-	-
Total	6	156	0.0009

iii. **Invalid Votes:**

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



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Item No. 3-ORDINARY BUSINESS, ORDINARY RESOLUTION:

Re-appointment of Mr Henry James Knowles (DIN:08751453) as a Director of the Company, who retires by rotation and being eligible, offers himself for reappointment

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

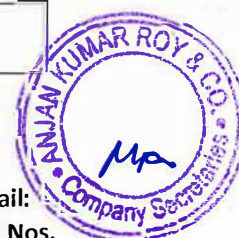
Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	122	16338396	99.7370
E - voting during the AGM	3	3	0
Total	125	16338399	99.7370

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	19	43080	0.2630
E - voting during the AGM	-	-	-
Total	19	43080	0.2630

iii. **Invalid** Votes:

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



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Item No. 4-ORDINARY BUSINESS, ORDINARY RESOLUTION:

Appointment of Messrs Price Waterhouse Chartered Accountants LLP, Chartered Accountants, as the Statutory Auditors of the Company for another term of five years and fixation of their remuneration

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	132	14392212	87.8566
E - voting during the AGM	3	3	0
Total	135	14392215	87.8566

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	9	1989264	12.1434
E - voting during the AGM	-	-	-
Total	9	1989264	12.1434

iii. **Invalid** Votes:

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



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SPECIAL BUSINESS

Item No. 5-SPECIAL BUSINESS, ORDINARY RESOLUTION:

Appointment of Mr Pascal Genest (DIN: 09473571) as a Director of the Company

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

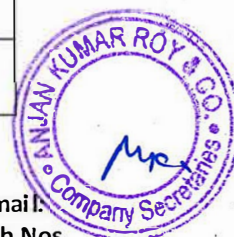
Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	121	16338296	99.7364
E - voting during the AGM	3	3	0
Total	124	16338299	99.7364

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	20	43180	0.2636
E - voting during the AGM	-	-	-
Total	20	43180	0.2636

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	-	-



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Item No. 6-SPECIAL BUSINESS, ORDINARY RESOLUTION:

Ratification of the remuneration of Cost Auditors of the Company for the financial year ending 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	134	16381137	99.9990
E - voting during the AGM	3	3	0
Total	137	16381140	99.9990

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	156	0.0010
E - voting during the AGM	-	-	-
Total	6	156	0.0010

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	-	-



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Based on the aforesaid results, the resolution no.(s) 1 to 6 as contained in the Notice have attained the requisite majority.

All the relevant records relating to the remote e-voting and e-voting during the AGM are under my safe custody and will be handed over to the Chairman or the Company Secretary for preserving safely after the minutes of the Meeting are signed.

FOR, ANJAN KUMAR ROY & CO.

Company Secretaries


ANJAN KUMAR ROY

FCS 5684

CP 4557

UDIN: F005684D000275239

Peer Review Certificate No.: 869/2020

Scrutinizer for and in respect of the Remote E – Voting and E- Voting in respect of the 31st AGM held on May 06, 2022, of M/s. Vesuvius India Limited.

