



SEC/SEBI/47

March 28, 2019

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001

Scrip Code : 520113

The Manager, Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th floor
Plot No C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051

Scrip Code : VESUVIUS

Dear Sir

Section 91 and other provisions of Companies Act 2013; Rule 20(3) of Companies (Management & Administration) Rules, 2014 and Regulation 36 and other provisions of the SEBI (LODR), 2015

In compliance with the provisions of Section 91 and other provisions of Companies Act, 2013, Rule 20(3) of Companies (Management and Administration) Rules, 2014 and other applicable rules and in compliance with the provisions of Regulation 36 and other provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Notice convening the Annual General Meeting to be held on Thursday, April 25, 2019 and the Annual Report with Annexures and enclosures thereto along with the Attendance-cum-Proxy Form have been despatched to all shareholders by March 25, 2019 and that the **Record Date is April 18, 2019** for determining those who will be eligible to receive dividend to be declared at the Annual General Meeting and the **Cut off Date is April 18, 2019** to determine those Members who will be eligible to vote on the resolutions proposed in the Notice.

We enclose a copy of the Notice which will be advertised on March 29, 2019 in the newspapers namely Business Standard (all editions) and Sanbad Pratidin (in Bengali).

This Advertisement will also be uploaded in the Company's website in compliance with Regulation 46(2).

Yours faithfully

Vesuvius India Limited

Vikram Singh
Company Secretary

Enclo :

Vesuvius India Ltd. P - 104, TARATALA ROAD, KOLKATA - 700 088
Tel Nos. : (033) 3041 0600 / 3041 0671, FAX No. : (033) 24013976/ www.vesuvius.com

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



NOTICE

Vesuvius India Limited

Registered office: P-104 Taratala Road, Kolkata 700 088

CIN : L26933WB1991PLC052968

Phone : (033) 3041 0600 **Fax :** (033) 2401 3976

Email : vesuviusindia@vesuvius.com **Website :** www.vesuviusindia.com

NOTICE is hereby given that the 28th Annual General Meeting (“AGM”) of the Members of **Vesuvius India Limited will be held on Thursday, April 25, 2019** at G D Birla Sabhaghar, 29, Ashutosh Chowdhury Avenue, Kolkata 700019 at 10.30 A.M. to transact the following Ordinary and Special Business through electronic voting means (“e-Voting”) provided by National Securities Depository Limited (“NSDL”) during the electronic voting period and by ballot paper at the AGM venue as detailed in the Notice dated February 27, 2019 convening the AGM :

ORDINARY BUSINESS

1. To Adopt the Audited Financial Statements relating to the year ended on December 31, 2018 and Auditors Report and Directors Report thereon
2. To Declare dividend
3. To Re-appoint Mr Tanmay Kumar Ganguly (DIN No. 01272338), who retires by rotation, as Director

SPECIAL BUSINESS

4. To Appoint Mr Jan Roel van der Sluis (DIN No. 07619754) as Director
5. To Appoint Mr Ritesh Dungarwal (DIN No. 08136275) as Managing Director for a period of five years effective from January 1, 2019
6. To Re-appoint Mr Sudipto Sarkar (DIN No. 00048279) as Independent Director for a further five year term from April 29, 2019
7. To Approve remuneration of Cost Auditors M/s Jithendra Kumar & Co, Cost Accountants

Notice of the AGM along with the Annual Report for the year ended on December 31, 2018 and Attendance-cum-Proxy form has been sent to each Member of the Company, whose name appears on the Register of Members maintained by the Company and in the Register of Beneficial Owners maintained by Depositories as on March 15, 2019, by email to Members whose email-ID is registered with the Company or the Depository Participants and physical copies have been sent by permitted mode to the remaining Members and to those who have requested for physical copies. The Notice and Annual Report are available on the Company’s website **www.vesuviusindia.com** and in NSDL’s website **www.evoting.nsd.com** and will also be available for inspection at the Registered Office of the Company between 10.30 a.m. and 4.00 p.m. on all working days upto the date of AGM.

Notice is also hereby given pursuant to Section 91 of the Companies Act, 2013 read with Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI-LODR”) that the **RECORD DATE** will be **April 18, 2019** to determine those Members who will be entitled to receive dividend which will be declared at the AGM.

Electronic voting (“e-Voting”) facility to Members as on the **CUT OFF DATE**, has been provided through National Securities Depository Limited's e-Voting platform. Voting at AGM venue will be by ballot paper. Mr Anjan Kumar Roy, FCS, of M/s Anjan Kumar Roy & Co, Practicing Company Secretaries, has been appointed Scrutiniser for this Voting process both through remote e-Voting and voting at AGM venue.

Members may note the following :

| | | |
|--|---|--------------------------------|
| Date of completion of despatch of Notice of AGM, Annual Report and Attendance-cum-Proxy Form | : | March 28, 2019 |
| CUT OFF DATE for determining the eligibility of Members to vote on the resolutions detailed in the Notice convening the AGM | : | April 18, 2019 |
| Remote e-Voting Period : | | |
| Date and time for commencement of remote e-Voting | : | April 21, 2019 From 9.00 a.m. |
| Date and time for end of remote e-Voting | : | April 24, 2019 At 5.00 p.m. |
| Date and time when remote e-Voting shall not be allowed i.e remote e-Voting will be blocked | : | April 24, 2019 After 5.00 p.m. |

Only Members holding shares in both physical and dematerialised form, as on CUT OFF DATE are eligible to vote through remote e-Voting as well as voting through ballot process at AGM venue. Eligible Members who have not cast their votes through remote e-Voting and who are present at the AGM venue can cast their vote at AGM venue. Eligible Members who have already cast their vote through remote e-Voting may attend and participate in the AGM but will not be permitted to cast their vote again at the AGM venue.

Persons who have acquired shares after the despatch of Notice of AGM and become Members of the Company as on the **CUT OFF DATE**, may obtain the login ID and password by sending a request to NSDL by email at evoting@nsdl.co.in or to the Company's Registrars & Share Transfer Agents by sending email at ranarc@cbmsl.co. However, Members already registered with NSDL for remote e-Voting can use their existing user ID and passwords for casting their votes electronically. For any queries or grievances or if password is forgotten, Members may contact Mr Amit Vishal, Senior Manager or Ms Pallavi Mhatre, Assistant Manager of NSDL (Address: National Securities Depository Limited, Trade World, “A” Wing 4th floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013 and Email ID: amitv@nsdl.co.in / pallavid@nsdl.co.in at telephone No: (022) 24994360 / 24994545) or toll free Telephone no. **1800-222-990** or refer to Frequently asked

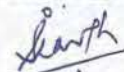
at the downloads section of NSDL's website www.nsdl.co.in or can reset their password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact Mr Rana Roy Choudhury, Manager of our Registrars & Share Transfer Agents at the address/phone/email mentioned below.

Entry to the AGM venue will be regulated by Attendance Slips. Members who have received Attendance Slips by electronic mode are requested to print the Attendance Slip. To attend the AGM, duly filled and signed Attendance Slips should be submitted at the registration counters at the AGM venue. **Please note that duplicate Attendance Slips will not be issued at the AGM venue.**

Proxy : A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of self and such proxy need not be a Member of the Company. Proxies, in order to be effective, must be completely filled in with date, signature, properly stamped and the stamp properly cancelled and must be received by the Company at the registered office not later than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder. **The Proxy-holder shall prove his identity at the time of attending the meeting and is requested to carry a photo-identification to the AGM venue.**

Members who have not yet intimated their complete bank account details, are advised to immediately send details of their Bank Account number, name of Bank, name of Bank's Branch, IFSC Code and MICR number along with a cancelled original cheque or a xerox copy of the cheque to their Depository Participants in case of shares held in dematerialised form and in case of physical holding to the **Registrars & Share Transfer Agents M/s C B Management Services (P) Ltd, P-22 Bondel Road, Kolkata 700 019 (Phone : 40116700 Email : rta@cbmsl.com)** to enable electronic payment of dividend as per **regulation 12 of SEBI (LODR)**. Members holding shares in physical mode are requested to inform change of address to the Registrars & Share Transfer Agents. **Members are also requested to update and/or register their Email ID to facilitate electronic communication.**

By Order of the Board of Directors
Vesuvius India Limited



Vikram Singh
Company Secretary

Registered Office :
P-104 Taratala Road
Kolkata 700 088

March 28, 2019