



July 7, 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 process (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 process (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, June 7, 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**

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**MINUTES OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT PROCESS (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, JUNE 7, 2024, THE RESULTS THEREOF WERE DECLARED ON JUNE 10, 2024**

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**Background**

The Board of Directors of the Company at its meeting held on April 29, 2024, had approved the Postal Ballot Notice pursuant to Section 110, read with Section 108 and other applicable provisions of the Companies Act, 2013, 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 (“MCA Circulars”), the revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (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, by way of Special Resolutions, for:

1. Appointment of Mr. Sunil Kumar Chaturvedi (DIN : 02183147) as an Independent Director of the Company for a period of five consecutive years with effect from April 29, 2024; and
2. Appointment of Mr. Sudipto Sarkar (DIN : 00048279) as a Non-executive Non-Independent Director of the Company, liable to retire by rotation, with effect from April 29, 2024.

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, May 9, 2024 at 9:00 a.m. (IST) and ended on Friday, June 7, 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 May 3, 2024. A newspaper advertisement as required under the Companies Act, 2013 was published in the “Business Standard” (English) and “Aajkal” (Bengali) newspapers on May 9, 2024.

The Scrutinizer submitted his report on Postal Ballot through the remote e-voting process to Mr. Biswadip Gupta, the Chairman of the Board of Directors, on June 10, 2024, who had countersigned the same. The details of voting results on each of the Special Resolution, as per the Scrutinizer’s report, are provided under the respective Resolution below :

On the basis of the Report of the Scrutinizer, Mr. Biswadip Gupta, the Chairman of the Board of Directors, declared the results of Postal Ballot on June 10, 2024 and announced that the following Special Resolutions as set out in Postal Ballot Notice dated April 29, 2024 were duly approved by the Members with requisite majority :

**SPECIAL BUSINESS:**

**Item No. 1 : Appointment of Mr. Sunil Kumar Chaturvedi (DIN : 02183147) as an Independent Director of the Company for a period of five consecutive years with effect from April 29, 2024 – Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications 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. Sunil Kumar Chaturvedi (DIN : 02183147), who was appointed as an Additional Director of the Company, in Independent Category, in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice, in writing, under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from April 29, 2024.

**RESOLVED FURTHER THAT** the Managing Director and the Company Secretary of the Company, be and are hereby severally 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 Voted	No. of Votes Cast	No. of Members Voted	No. of Votes Cast	No. of Members Voted	No. of Votes Cast	
<b>Assent</b>	255	16053231	-	-	255	16053231	99.9985
<b>Dissent</b>	12	235	-	-	12	235	00.0015
<b>Total</b>	<b>267</b>	<b>16053466</b>	-	-	<b>267</b>	<b>16053466</b>	<b>100.0000</b>
<b>Invalid</b>	-	-	-	-	-	-	

\* Not Applicable

**Item No. 2: Appointment of Mr. Sudipto Sarkar (DIN : 00048279) as a Non-executive Non-Independent Director of the Company, liable to retire by rotation, with effect from April 29, 2024 – Special Resolution:**

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17(1A) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification 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. Sudipto Sarkar (DIN : 00048279), aged about 78 years, who was appointed as an Additional (Non-Executive Non-Independent) Director of the Company with effect from April 29, 2024 and who holds office up to the date of the next Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice, in writing, under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, for a period of two consecutive years commencing from April 29, 2024.

**RESOLVED FURTHER THAT** the Managing Director and the Company Secretary of the Company, be and are hereby severally 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 Voted	No. of Votes Cast	No. of Members Voted	No. of Votes Cast	No. of Members Voted	No. of Votes Cast	
<b>Assent</b>	212	13917891	-	-	212	13917891	86.6972
<b>Dissent</b>	54	2135555	-	-	54	2135555	13.3028
<b>Total</b>	<b>266</b>	<b>16053446</b>	-	-	<b>266</b>	<b>16053446</b>	<b>100.0000</b>
<b>Invalid</b>	-	-	-	-	-	-	

\* Not Applicable

The above Special Resolutions are deemed have been passed with requisite majority on Friday, June 7, 2024 (i.e., the last date for remote e-voting) as per Para 16.6.3 of SS-2 issued by the Institute of Company Secretaries of India.

Date of entry in the Minutes Book: July 4, 2024

Place: Kolkata

Date : July 7, 2024

  
**CHAIRMAN**