



VESUVIUS INDIA LIMITED

CIN: L26933WB1991PLC052968

Registered Office: P-104, Taratala Road, Kolkata 700088

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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Thursday, July 4, 2024 at 9:00 a.m. (IST)	Friday, August 2, 2024 at 5:00 p.m. (IST)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), as amended from time to time, General Circular Nos. 14/2020; 17/2020; 22/2020; 33/2020; 39/2020; 10/2021; 20/2021; 03/2022; 11/2022 and 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 (hereinafter, collectively referred to as the “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI LODR**”), the revised Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), to seek approval of the Members of the Company (as on the cut-off date) on the Resolutions as appended below through Postal Ballot by way of remote e-voting (“**e-voting**”).

In compliance with aforesaid provisions, circulars and regulations, the manner of voting on the proposed Resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/ Registrar and Share Transfer Agent (“**RTA**”) / Depository Participant (“**DP**”) and whose names appear on the Register of Members of the Company / lists of beneficial owners as received from the National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on June 28, 2024, being the cut-off date fixed by the Board of Directors of the Company.

If your e-mail address is not registered with the Company/Depositories/RTA, please follow the process for registration of the same as provided in the Notes hereto. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The statement pursuant to Section 102 and other applicable provisions of the Act and the Rules framed thereunder, pertaining to the appended Resolutions, setting out the material facts and reasons thereof is annexed to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on June 20, 2024, has appointed Mr. Anjan Kumar Roy (ICSI Membership No. FCS 5684; COP No. 4557) of M/s. Anjan Kumar Roy & Co., Company Secretaries, Kolkata, as the Scrutinizer to conduct the Postal Ballot process through remote e-voting in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI LODR and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for providing remote e-voting facility to the Members of the Company.

Members are requested to read the instructions in the Notes under the section ‘General Information and Instructions for Electronic Voting’ in this Notice, before casting their votes electronically from their respective locations. The remote e-voting period will commence from 9.00 a.m. (IST) on **Thursday, July 4, 2024**, and will end at 5.00 p.m. (IST) on **Friday, August 2, 2024**. Members are requested to cast their votes through the remote e-voting process not later than 5:00 p.m. (IST) on **Friday, August 2, 2024** to be eligible for being considered, failing which it will be considered as if no vote has been cast by the concerned Member. Upon completion of the scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman or to the Company Secretary of the Company, if authorized by the Chairman in writing. The results of the Postal Ballot will be announced on or before 5.00 p.m. on **Monday, August 5, 2024**. The result of the Postal Ballot along with the Scrutinizer Report would be intimated to BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) where the equity shares of the Company are listed and would also be placed on the websites of the Company and NSDL i.e. www.vesuviusindia.in and www.evoting.nsdl.com, respectively, and shall also be displayed on the Notice Board of the Company at its Registered Office. The Resolutions as mentioned in this Notice, if passed, shall be deemed to have been passed on **Friday, August 2, 2024**, being the last date specified for remote e-voting.

Items of business requiring approval of the Members through Postal Ballot by remote e-voting are given below:

SPECIAL BUSINESS:

Item No. 1 : Appointment of Mr. Mohinder Pradip Singh Rajput (DIN 10608199) as a Director of the Company, liable to retire by rotation:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, (the “**Rules**”) and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “**SEBI LODR**”) (including any statutory modification(s) 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. Mohinder Pradip Singh Rajput (DIN 10608199) who was appointed as an Additional Director of the Company with effect from July 1, 2024, in terms of Section 161(1) of the Act and in respect of whom the Company had received a notice, in writing, under Section 160 of the Act from a Shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid Resolution.”

Item No. 2: Appointment of Mr. Mohinder Pradip Singh Rajput (DIN 10608199) as the Managing Director of the Company for a period of five years, effective from July 1, 2024, who shall be liable to retire by rotation:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, (the “**Rules**”) (including any statutory modification(s) or re-enactment thereof for the time being in force)

read with Schedule V to the Act and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “SEBI LODR”), the Articles of Association of the Company, and the Remuneration Policy of the Company and upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Mohinder Pradip Singh Rajput (DIN 10608199), be and is hereby appointed as the Managing Director of the Company for a period of five years commencing from July 1, 2024 (whose appointment shall be subject to retirement by rotation under the provisions of the Act) at such terms and conditions, including remuneration, as set out in the Managing Director’s Agreement executed by and between the Company and Mr. Rajput and as provided in the Explanatory Statement attached to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to modify, determine and/or revise the terms, remuneration and perquisites of Mr. Mohinder Pradip Singh Rajput, including his salary, allowances, incentive, bonus, perquisites and benefits from time to time, up to such sums in aggregate not exceeding the ceilings laid down under Section 197 and other provisions of the Act or any re-enactments thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions, as it may in its absolute discretion, deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate, to the extent permitted by law, any of the powers herein conferred to any committee of directors or to any other director(s) or to any other Key Managerial Personnel of the Company.”

By order of the Board of Directors
Vesuvius India Limited

Date: June 20, 2024

Saheb Ali

Registered Office:

Company Secretary and Compliance Officer

P-104, Taratala Road, Kolkata 700088

Membership No. A33361

NOTES FORMING PART OF THE NOTICE:

A. General Information:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, as amended, (the “Act”) and the revised Secretarial Standard on General Meetings (“SS-2”), relating to both the items of special businesses to be transacted through the Postal Ballot process, is annexed hereto. The said Statement also contains the recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “SEBI LODR”). Additional disclosures, pursuant to Regulation 36 of the SEBI LODR, in respect of Mr. Mohinder Pradip Singh Rajput seeking appointment are provided in Annexure – A, which form part of this Postal Ballot Notice (the “Notice”).
2. National Securities Depository Limited (“NSDL”) will be providing facility for voting through remote e-voting.
3. This Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members of the Company/list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Depository Participant(s), as on June 28, 2024 (“the cut-off date”). Members may note that the said Notice will also be available on the Company’s website at www.vesuviusindia.in and may also be accessed from the relevant section of the websites of the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The

Notice will also be available on the website of NSDL at www.evoting.nsdl.com and on the website of Company's Registrar and Transfer Agent (RTA), M/s. C B Management Services (P) Limited ("CB Management") at www.cbmsl.com. The physical copy of the Notice shall also be made available to the Member(s) upon receipt request for the same in writing from such Member(s).

4. Voting on the Resolutions is restricted only through e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the postal ballot form and the pre-paid business reply envelope are not being sent to the Members. The communication of the assent or dissent of the Members would only take place through the e-voting system.
5. Members who have still not registered/updated their email IDs, are requested to do so at the earliest, in the following manner:
 - a. Members holding shares in physical mode are requested to register / update their email IDs by submitting duly filled and signed Form ISR-1 along with required documents with the CB Management.
 - b. Members holding shares in dematerialised mode are requested to register / update their e-mail address with the Depository through their Depository Participant(s).

6. **Important dates for Members:**

The Cut-off Date for the purpose of determining the Members eligible for receiving this Postal Ballot Notice and to vote on the Resolutions contained therein is, **Friday, June 28, 2024**. The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off Date, as aforesaid.

Remote e-voting Period will commence from **9.00 a.m. on Thursday, July 4, 2024** to **5.00 p.m. on Friday, August 2, 2024**. The remote e-voting facility will be disabled after 5.00 p.m. on Friday, August 2, 2024. Once a vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.

7. **Mandatory update of PAN, KYC and Nomination details and linking of PAN and Aadhaar by holders of shares in physical form :** SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature are updated, shall be eligible for any payment including dividend in respect of such folios, only through electronic mode with effect from April 01, 2024 upon completion/submission of the requisite documents/details in entirety. Copies of relevant forms are available on the website of the Company at <https://vesuviusindia.in> or of the Company's RTA at www.cbmsl.com.

In case of any query / assistance, Members are requested to contact the Company's RTA, M/s C B Management Services (P) Ltd., at P-22, Bondel Road, Kolkata-700019 (Phone No 033-40116700; Email: rta@cbmsl.com).

8. **Dematerialisation of physical shares:** As mandated by SEBI, securities of the Company can be transferred/ traded only in dematerialised form. The Members holding shares in physical form are advised to avail the facility of dematerialisation. As per the SEBI instructions, the Company shall issue 'letter of confirmation(s)' in lieu of physical securities certificate(s) while processing shareholders' requests such as, transmission, transposition, subdivision, consolidation, renewal, exchange and change/deletion of names of shareholders. The securities holders/claimants are required to apply for dematerialization of securities on the basis of the 'letter of confirmation(s)' within a period of 120 days from the date of its issuance.

9. The Board has appointed Mr. Anjan Kumar Roy, Company Secretary in Practice (ICSI Membership No. FCS 5684; COP No. 4557) as the Scrutinizer to conduct the Postal Ballot process through remote e-voting in a fair and transparent manner.
10. The Scrutinizer will submit his report to the Chairman or the Managing Director of the Company, if authorized by the Chairman in writing. The results of the Postal Ballot will be announced on or before **Monday, August 5, 2024**. The result of the Postal Ballot along with the Scrutinizer Report would be intimated to BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) where the equity shares of the Company are listed and would also be placed on the websites of the Company and NSDL i.e. www.vesuviusindia.in and www.evoting.nsdl.com, respectively, and shall also be displayed on the Notice Board of the Company at its Registered Office.
11. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.
12. In terms of the MCA Circulars and Regulation 17(1C) of the SEBI LODR the Board is of the view that the matters included in this Notice are unavoidable and hence, are proposed to be approved through Postal Ballot. All the material documents referred to in the accompanying Notice and explanatory statement will be available for inspection electronically during 10:00 a.m. IST to 2:00 p.m. IST on any working day, up to and including the last date specified for casting the votes through remote e-voting i.e., up to August 2, 2024. Members seeking to inspect such documents can send an email to vesuviusindia@vesuvius.com with the subject line “Vesuvius India Limited – Postal Ballot 2024” mentioning their names and folio numbers / demat account numbers.

B. Instructions for Electronic Voting:

1. General Instruction on e-voting:

- a) In compliance with Regulation 44 of the SEBI LODR and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form.
- b) The Notice of the Postal Ballot has been uploaded on the website of the Company at www.vesuviusindia.in and can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com, respectively and the Notice is also available on the website of NSDL (agency for providing the Remote e-voting facility) i.e., www.evoting.nsdl.com.
- c) The Cut Off Date for the purpose of determining the Members eligible for participation in remote e-voting, is Friday, June 28, 2024 (“**Cut Off Date**”). A person who is not a Member as on the Cut Off Date should treat this Notice for information purpose only.
- d) Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to akroyco@yahoo.co.in and anjanroy_2003@yahoo.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
- e) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, Members will need to go through the “Forgot User Details/ Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com to reset the password.

- f) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

2. **Instructions for Remote e-voting:** The details of the process and manner for voting electronically are mentioned below:

The remote e-voting period for the Postal Ballot begins on **Thursday, July 4, 2024 at 9:00 a.m. (IST)** and ends on **Friday, August 2, 2024 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter.

Step 1: Access to NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system

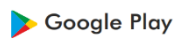
Details on Step 1 are mentioned below:

- a) **Login method for e-voting for Individual Shareholders holding securities in demat mode:**

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

b) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
- iv. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- v. Password details for shareholders other than Individual shareholders are given below:
 - (a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - (b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - (c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- vi. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - (a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- vii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- viii. Now, you will have to click on “Login” button.
- ix. After you click on the “Login” button, Home page of e-voting will open.

Details on Step 2 are mentioned below:

To cast your vote electronically on NSDL e-voting system:

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Vesuvius India Limited to cast your vote during the remote e-voting period or at the venue of the Annual General Meeting.
3. EVEN for Vesuvius India Limited is 129017.
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

You can also take a printout of the votes cast by you by clicking on the print option on the confirmation page.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) and by submitting duly filled and signed Form ISR-1 with the CB Management at ranarc@cbmsl.co.
- b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to vesuviusindia@vesuvius.com. If you are an Individual shareholder holding securities in demat mode,

you are requested to refer to the login method explained at **Step 1 A) Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

- c) Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) FORMING PART OF THE NOTICE

Item Nos. 1 and 2 : Appointment of Mr. Mohinder Pradip Singh Rajput (DIN 10608199) as a Director of the Company, liable to retire by rotation and also as the Managing Director of the Company for a period of five years effective from July 1, 2024:

Mr. Nitin Jain, who was appointed as the Managing Director of the Company with effect from March 16, 2021, has resigned from his position as the Managing Director of the Company with effect from close of business hours on June 30, 2024, to take up a promotion to a global business role with Vesuvius plc., the Company's ultimate parent company. Mr. Jain continues to be a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

In order fill the vacancy in the office of the Managing Director occasioned by the resignation of Mr. Nitin Jain, the Board of Directors has appointed Mr. Mohinder Pradip Singh Rajput (DIN 10608199) as an Additional Director of the Company with effect from July 1, 2024 and also appointed him, subject to approval of the Members, as the Managing Director of the Company, who shall be liable to retire by rotation, for a period of 5 years with effect from July 1, 2024.

Mr. Mohinder Pradip Singh Rajput, aged about 41 years, is a Metallurgical Engineer from Punjab Engineering College, and he has an MBA degree from Harvard University. He joins the Company from Hilti Corporation, a private Lichtenstein based multinational company that develops, manufactures, and markets products for the construction, building maintenance, energy and manufacturing industries. At Hilti in his most recent role, he was the Vice President for the high growth Energy & Industry segment in India. Before joining Hilti in 2014, Mr. Rajput has worked with the Boston Consulting Group, Hansa Tubes, and JSW Steel. Mr. Rajput has a rounded international experience including roles in: General Management, Sales, Corporate Development, Strategy Consulting, and Production. Mr. Rajput brings in significant business and leadership experience, gained in India, Bahrain, Dubai, and Lichtenstein.

Mr. Rajput does not hold any shares in the Company and is not related to any Promoter, Director or Key Managerial Personnel of the Company or their relatives. An Agreement has been executed between the Company and Mr. Rajput setting out the terms and conditions, including remuneration, payable to him are summarised as follows:

Particulars	Amount (in INR) Per Annum
Basic Salary	9,000,000
Allowances	9,000,000
Total Base Salary	18,000,000
Superannuation Fund + Provident Fund + Gratuity Fund	3,060,000
AIP (On Target at 25%)	4,500,000
MTP (On Target at 25%)	4,500,000
Car related Perquisites (incl. Fuel Allowance @ 686,400)	3,086,400
Club (and Birthday Gift @ 2,000)	69,000
TOTAL	33,215,400
<i>Insurance per VIL Rules on top</i>	

Note:

- The fuel allowance is based on 550L of Fuel per month and varies with the fuel price.*
- Relocation support for Mr. Rajput and immediate family per VIL policy, within 6 months of start date.*

Save as aforesaid, the Board of Directors of the Company may modify, determine and/or revise the terms, remuneration and perquisites of Mr. Mohinder Pradip Singh Rajput, including his salary, allowances, incentive, bonus, perquisites and benefits from time to time, up to such sums in aggregate not exceeding the ceilings laid down under Section 197 and other provisions of the Companies Act, 2013 or any re-enactments thereof (the “Act”). Contribution to Provident Fund, Gratuity Fund and Superannuation Fund and encashment of leave at the end of the tenure will not be considered or included for the computation of ceiling on remuneration, perquisites and benefits. Mr. Rajput will not be entitled to any compensation for loss of office under section 202 of the Companies Act, 2013. The total remuneration payable to Mr. Rajput will be within the overall limits prescribed under Section 197 read with Section 198 and Schedule V of the Act. The appointment may be terminated by either party giving to the other three months’ notice in writing or such shorter period as may be decided by the Board.

In terms of Section 161 of the Act, as an Additional Director, Mr. Rajput holds office up to the date of next Annual General Meeting (“AGM”) of the Company. Further, as per Regulation 17 of the SEBI LODR, the appointment of Mr. Rajput shall require approval of the Shareholders of the Company within a period of three months from the date of his appointment on the Board of the Company. In this regard, the Company has received a notice under Section 160 of the Act from a Member proposing the candidature of Mr. Rajput for appointment as a Director of the Company, liable to retire by rotation. Moreover, as per provisions of Section 196(4) read with Section 197 and Schedule V of the Act, the appointment of Mr. Rajput as the Managing Director of the Company and the terms and conditions of such appointment including remuneration shall require the approval of the Shareholders by a resolution at the next general meeting of the Company.

Considering experience and expertise of Mr. Mohinder Pradip Singh Rajput and recommendation of the NRC, the Board is of the view that the appointment of Mr. Rajput as the Managing Director of the Company shall be of immense benefit to the Company. Therefore, the Board recommends the Resolutions as set out in Item Nos. 1 and 2 of this Notice, for approval of the Shareholders of the Company by way of Ordinary Resolutions.

In terms of the provisions of the Act, Mr. Rajput has filed requisite consent/disclosures/declarations before the Board. The Company has also received intimation from Mr. Rajput in Form DIR-8 to the effect that he is not disqualified and further confirmed that he is also not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as a Director / Managing Director of any Company.

A brief profile of Mr. Rajput is provided in the Annexure – A to this Notice along with other requisite information in compliance with Regulation 36(3) of the SEBI LODR and the SS-2.

The requisite documents relating to the appointment of Mr. Rajput shall be made available for inspection electronically by the Members of the Company, during 10:00 a.m. IST to 2:00 p.m. IST on any working day, up to and including the last date specified for casting the votes through remote e-voting i.e., up to August 2, 2024. Members desirous of inspecting the same may send their requests at vesuviusindia@vesuvius.com from their registered email addresses with the subject line “Vesuvius India Limited – Postal Ballot 2024” mentioning their names and folio numbers / demat account numbers.

Except Mr. Mohinder Pradip Singh Rajput, no other Director or Key Managerial Personnel of the Company or their relatives, is concerned or interested financially or otherwise, in the Resolutions as set out in Item Nos. 1 and 2 of this Notice.

By order of the Board of Directors
Vesuvius India Limited

Date: June 20, 2024

Registered Office:

P-104, Taratala Road, Kolkata 700088

Saheb Ali
Company Secretary and Compliance Officer
Membership No. A33361

Annexure – A

As per the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Clause 1.2.5 of the Secretarial Standard – 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

Name	Mr. Mohinder Pradip Singh Rajput
DIN	10608199
Date of Birth	21/05/1983
Age (in years)	41
Profile	Mr. Mohinder Pradip Singh Rajput, is a Metallurgical Engineer from Punjab Engineering College, and he has an MBA degree from Harvard University. He joins the Company from Hilti Corporation, a private Liechtenstein based multinational company that develops, manufactures, and markets products for the construction, building maintenance, energy and manufacturing industries. At Hilti in his most recent role, he was the Vice President for the high growth Energy & Industry segment in India. Before joining Hilti in 2014, Mr. Rajput has worked with the Boston Consulting Group, Hansa Tubes, and JSW Steel. Mr. Rajput has a rounded international experience including roles in: General Management, Sales, Corporate Development, Strategy Consulting, and Production. Mr. Rajput brings in Vesuvius significant business and leadership experience, gained in India, Bahrain, Dubai, and Liechtenstein.
Qualification	Metallurgical Engineer and an MBA
Experience and Expertise in specific functional area	Mr. Rajput has a rounded international experience including roles in: General Management, Sales, Corporate Development, Strategy Consulting, and Production.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As the Managing Director of the Company for a period of 5 (five) years effective from July 1, 2024 (liable to retire by rotation) at the remuneration mentioned in the explanatory statement above or any variation thereof as may be decided by the Board of Directors from time to time within the limit prescribed under Section 197 of the Act.
Remuneration last drawn by such person, if applicable	Not applicable
Remuneration sought to be paid	At the remuneration mentioned in the explanatory statement above or any variation thereof as may be decided by the Board of Directors from time to time within the limit prescribed under Section 197 of the Act.
Date of first appointment on the Board	Appointed by the Board on June 20, 2024 with effect from July 1, 2024.
Membership/Chairmanship of Committees of the Board of the Company	Member of: - Risk Management Committee - Corporate Social Responsibility Committee - Stakeholders' Relationship Committee - Board Management Committee
Other Directorships and Membership / Chairmanship of Committees of other Boards	Directorships in Indian Companies: • Kintsugi Industrial Services India Private Limited Membership in other Board Committees: • None Chairmanship in other Board Committees • None
No. of shares held in the Company	Nil

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
No. of Meetings of the Board attended during the year	Not applicable

By order of the Board of Directors
Vesuvius India Limited

Date: June 20, 2024

Registered Office:

P-104, Taratala Road, Kolkata 700088

Saheb Ali
Company Secretary and Compliance Officer
Membership No. A33361