

Notice of Annual General Meeting

To The Members of
VESUVIUS INDIA LIMITED

Notice is hereby given that the twenty-fifth Annual General Meeting of the Members of Vesuvius India Limited will be held at G D Birla Sabhaghar, 29, Ashutosh Chowdhury Avenue, Kolkata 700019 on Wednesday, May 4, 2016 at 10.30 a.m. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of Vesuvius India Limited for the year ended on December 31, 2015, and the Reports of the Directors and Auditors thereon and to pass the following resolution as an **Ordinary Resolution** :

"**RESOLVED** that the Statement of Profit and Loss for the year ended on December 31, 2015, the Balance Sheet as on that date and annexures thereto, the Cash Flow Statement for the year ended on December 31, 2015, the Reports of Auditors and Directors thereon be and are hereby received and adopted."

2. To declare dividend for the year ended on December 31, 2015 and to pass the following resolution as an **Ordinary Resolution** :

"**RESOLVED** that pursuant to the recommendation of the Directors, dividend at the rate of Rs 6.25 per Equity Share of nominal value Rs 10/- each, out of the current profits of the Company for the year ended on December 31, 2015 on 2,02,96,080 (Two crores two lakhs ninety six thousand and eighty) Equity Shares of the Company, be and is hereby declared and that the same be paid to those Members who hold shares in physical form and whose names appear on the Company's Register of Members as on May 4, 2016 and to those Members who hold shares in dematerialised form and whose name appear in the Register of Beneficial Owners maintained by the Depositories as on the Record Date which is April 27, 2016."

3. To reappoint Mr Subrata Roy as a Director of the Company, who retires by rotation and being eligible, offers himself for reappointment and to pass the following resolution as an **Ordinary Resolution** :

"**RESOLVED** that Mr Subrata Roy (DIN No. 07046994), who retires by rotation from the Board of Directors pursuant to the provisions of section 152 of the Companies Act, 2013 and under Article 101 of the Company's Articles of Association be and is hereby reappointed a Director of the Company."

4. To ratify the appointment of Auditors of the Company and to fix their remuneration and, in this connection, to pass the following resolution as an **Ordinary Resolution** :

"**RESOLVED** that, pursuant to the provisions of Section 139 of the Companies Act, 2013, the appointment of Messrs B S R & Co. LLP, Chartered Accountants, of Godrej Waterside, Unit No 603 & 604, 6th floor, Tower I, Plot No 5, Block DP, Sector V, Salt Lake, Kolkata 700091 (Firm's Registration no. 101248W/W-100022) as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the twenty-sixth Annual General Meeting of the Company at a remuneration and on terms plus out-of-pocket expenses as may be determined by the Board of Directors of the Company which was approved by the Members at the twenty-fourth Annual General Meeting of the Company held on May 7, 2015, be and is hereby ratified."

SPECIAL BUSINESS

5. To pass the following resolution as an **Ordinary Resolution** :

"**RESOLVED** that pursuant to the provisions of sections 152, 160 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereon, Mr Tanmay Kumar Ganguly (DIN No. 01272338), in respect of whom the Company has received from a Member a notice in writing along with requisite deposit pursuant to the requirements of section 160 of the Act proposing his candidature for appointment as a Director, be and is hereby appointed as a Director of the Company and he shall be liable to retire by rotation."

6. To pass the following resolution as an **Ordinary Resolution** :

"**RESOLVED** that pursuant to the provisions of sections 152, 160 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereon, Mr Christopher David Abbott (DIN No. 07276608), in respect of whom the Company has received from a Member a notice in writing along with requisite deposit pursuant to the requirements of section 160 of the Act proposing his candidature for appointment as a Director, be and is hereby appointed as a Director of the Company and he shall be liable to retire by rotation."

Explanatory Statement : Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under Item No. 5 and 6 of the Notice is annexed and forms a part of this Notice.

Book Closure Period : Notice is also given under section 91 of the Companies Act, 2013 read with regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI-LODR") that the Register of Members and Share Transfer Books of the Company will remain closed from **April 28, 2016 to May 4, 2016** (both days inclusive) to determine those Members who hold shares in physical form and who will be entitled to receive dividend which will be declared at the Annual General Meeting.

Record Date : Notice is also given under section 91 of the Companies Act, 2013 read with regulation 42 of SEBI-LODR that the Record Date will be **April 27, 2016** to determine those Members who hold shares in dematerialised form and who will be entitled to receive dividend which will be declared at the Annual General Meeting.

Cut Off Date : Notice is also given that the **Cut Off Date** has been fixed as **April 27, 2016** to determine the Members entitled to undertake voting electronically on the business and all resolutions set forth in this Notice by remote e-Voting and also by e-Voting at the meeting venue.

Notes to the Notice : The Notes appended to the Notice forms a part of the Notice to Members.

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. Proxies are requested to carry a photo-identification to the AGM venue.**

By Order of the Board of Directors

Vesuvius India Limited

Taposh Roy
Company Secretary

Registered Office :
P-104 Taratala Road
Kolkata 700088
February 26, 2016

Notes forming part of the Notice to Members :

1. IMPORTANT DATES FOR MEMBERS

ANNUAL GENERAL MEETING : Annual General Meeting will be held on **May 4, 2016 at 10.30 a.m** at G D Birla Sabhaghar, 29, Ashutosh Chowdhury Avenue, Kolkata 700019.

BOOK CLOSURE : The Register of Members and Share Transfer Books of the Company will remain closed from **April 28, 2016 to May 4, 2016** (both days inclusive), to determine those Members who hold shares in physical form and who will be entitled to receive dividend which will be declared at the Annual General Meeting.

RECORD DATE : Record Date will be **April 27, 2016** to determine those Members who hold shares in dematerialised form and who will be entitled to receive dividend which will be declared at the Annual General Meeting.

CUT OFF DATE : Cut Off Date has been fixed as **April 27, 2016** to determine the Members entitled to undertake voting electronically on the business and all resolutions set forth in this Notice by remote e-Voting and also by e-Voting at the meeting venue.

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REMOTE ELECTRONIC VOTING PERIOD will be from **9.00 a.m. on April 30, 2016 to 5.00 p.m. on May 3, 2016**, both days inclusive. Remote e-Voting will be blocked after 5.00 p.m. on May 3, 2016.

ELECTRONIC VOTING FACILITY will also be provided at the venue of the Annual General Meeting on May 4, 2016 to those Members who are eligible to vote but who have not cast their votes through remote e-Voting and who are present at the venue of the Annual General Meeting.

2. **DIVIDEND** : Dividend to be declared at this meeting, will, subject to the provisions of section 126 of the Companies Act, 2013, be deposited with the Bank within May 9, 2016 and dividend will be paid within May 15, 2015 to those Members who hold shares in physical form and whose names appear on the Register of Members on May 4, 2016 or to their mandatees. In respect of shares held in electronic form as on the Record Date of April 27, 2016, dividend will be paid on the basis of beneficial ownership as per details furnished by the National Securities Depository Ltd. and Central Depository Services (India) Ltd., for this purpose. Dividend Tax will be paid by the Company pursuant to section 115O of the Income Tax Act, 1961.
3. **BANK ACCOUNT DETAILS** : Regulation 12 and Schedule I of SEBI-LODR require all companies to use the facilities of electronic clearing services for payment of dividend. **In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars.**

YOU ARE REQUESTED TO SUBMIT YOUR BANK DETAILS ALONG WITH AN ORIGINAL CANCELLED CHEQUE OR A XEROX COPY OF THE CHEQUE to our Registrars, M/s C B Management Services (P) Ltd to enable them to update our records, in case you hold shares in physical form and to your Depository Participants in respect of shares held by you in dematerialised form.

4. **UNCLAIMED DIVIDEND** : Notices have been sent to all Shareholders concerned on January 30, 2016 informing them that their dividend remains unclaimed and the procedure to obtain payment of these unclaimed dividend. Details of dividend unclaimed by Members for the past years which have not yet been transferred to the Central Government have been uploaded on the Company's website **www.vesuviusindia.com**. Members are encouraged to view the lists and lodge their claim with our Registrars & Share Transfer Agents for dividend which have remained unclaimed.
5. **TRANSFER TO IEPF** : Dividend for the year ended on December 31, 2008 which was declared at the Annual General Meeting held on April 28, 2009 and remaining unclaimed will be transferred to the Investor Education and Protection Fund of the Central Government in May 2016 pursuant to the provisions of section 205A of the Companies Act, 1956. Thereafter no claim shall lie on these dividend from the Members. Members are requested to lodge their claims with the Registrars & Share Transfer Agents immediately. Reminder letters have been sent to the Shareholders concerned on February 12, 2016.
6. **ISIN No** : The shares of the Company are tradable compulsorily in electronic form. **The ISIN number allotted is INE386A01015**. In view of the numerous advantages offered by the depository system, Members are requested to avail of the facility of dematerialization of the Company's shares.
7. **NOMINATION** : Pursuant to the provisions of section 72 of the Companies Act, 2013, Members are informed that they may nominate at any time, in the prescribed manner, a person to whom their shares in the Company shall vest in the event of their death. Nomination Form SH-13 is available on the website of the Company at **www.vesuviusindia.com** under the heading "Investor Information" and "Download Forms".
8. **WEBSITE** : The Company's website is **www.vesuviusindia.com** Annual Reports of the Company, unclaimed dividend list, standard downloadable forms and other Shareholder Communication are made available on the Company's website.
9. **COMMUNICATION** : All Shareholder communication including notices, Annual Reports, quarterly unaudited financial results, etc., will be sent to the email addresses of Members registered with the Company and the Depository Participants. The Notice of the Annual General Meeting is being sent by electronic mode to those Members whose email addresses are registered with the Company and the Depository Participants unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. These documents will also be made available on the Company's website **www.vesuviusindia.com** and will be open for inspection by the Members 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 the Annual General Meeting.

10. **CORPORATE REPRESENTATION** : A Corporate Member shall be deemed to be personally present only if it is represented in accordance with Section 113 of the Companies Act, 2013 i.e. only if the Corporate Member sends a certified true copy of the resolution passed by the Board of Directors of the Company or a Power of Attorney authorizing the Representative to attend and vote at the meeting on behalf of the Corporate Member.
11. **REGISTRARS** : Members are requested to contact **M/s C B Management Services (P) Ltd, Registrars and Share Transfer Agents of the Company at P-22, Bondel Road, Kolkata 700 019 (Phone No 033-40116700; Email : rta@cbmsl.com)** for recording any change of address, **bank mandate, NECS, registration of Email ID**, share transfers/transmission or nominations regarding shares held by them in physical form and for redressal of complaints or contact Mr Taposh Roy, Company Secretary, at the Registered Office or by email at Taposh.Roy@vesuvius.com.
12. **ITEM No. 3 : REAPPOINTMENT OF MR SUBRATA ROY AS DIRECTOR**

Mr Subrata Roy (DIN no. 07046994), was appointed Director and also the Managing Director of the Company for a period of five years effective from January 1, 2015 at the Extra-Ordinary General Meeting of the Company held on March 27, 2015 and he retires by rotation in terms of section 152(6) of the Companies Act, 2013 and in accordance with the Articles of Association of the Company at the forthcoming Annual General Meeting, and being eligible, has offered himself for reappointment as a Director. He is proposed to be reappointed a Director and will continue as the Managing Director.

Mr Subrata Roy, aged 50 years, is a Mechanical Engineer from Jadavpur University, Kolkata, and worked with Bharat Heavy Electricals Ltd. for five years prior to joining Vesuvius India in September, 1993. Over the last two decades, Mr Roy has had numerous roles within the Company. He assumed the responsibilities of Engineering Manager of the Kolkata Plant, Slidegates Product Line Manager for Asia Pacific, Business Manager-Slide Gates & Purge Plugs, then General Manager-Flow Control Sales and was the Chief Executive-Operations for two and half years immediately before being appointed as the Managing Director with effect from January 1, 2015. He was an integral part of the team which set up the Company's first factory at Kolkata and he had also supervised the construction of the Company's second factory at Visakhapatnam. Mr Roy brings with him rich experience and knowledge in engineering, manufacturing, technology and commercial activities through his extensive interactions in India and with the Vesuvius Group.

Mr Roy is not a Director of any Company in India or abroad. He is a member of the following Committees of the Company and in no other Committees in India :

Name of Company	Name of Committee	Nature of Membership
Vesuvius India Ltd	1. Share Transfer & Stakeholders Grievance & Relationship Committee	Member
	2. Corporate Social Responsibility Committee	Member

Mr Roy does not hold any shares of the Company and is not related to any Director or Key Managerial Personnel of the Company.

No Promoter, Director, Key Managerial Personnel or their relatives, except Mr Subrata Roy, is concerned or interested in the resolution.

13. INSTRUCTIONS FOR ELECTRONIC VOTING

In compliance with section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended ("Rules") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI-LODR") and all other applicable sections, rules and regulations, the Members holding shares either in physical form or in dematerialised form as on the **CUT OFF DATE** are provided with the facility for voting by electronic means and the business and all resolutions set forth in this Notice may be transacted through such voting electronically through the e-Voting services provided by **National Securities Depository Limited ("NSDL")** as more fully specified below :

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- I. **REMOTE ELECTRONIC VOTING** : Members holding shares either in physical form or in dematerialised form whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **CUT OFF DATE which is April 27, 2016** will be entitled to electronically vote on the business and all resolutions set forth in this Notice during the **REMOTE E-VOTING PERIOD which is from 9.00 a.m. on April 30, 2016 upto 5.00 p.m. on MAY 3, 2016, both days inclusive**. Remote e-Voting shall not be allowed beyond 5.00 p.m. on May 3, 2016 and remote e-Voting facility will be blocked after 5.00 p.m. on May 3, 2016. Members who have cast their vote by remote e-Voting prior to the date of the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.

INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER :

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):

- i. Open the e-mail and also open PDF file namely "Vesuvius e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-Voting. Please note that the password is an initial password.
- ii. Open the internet browser and type the following URL: **<https://www.evoting.nsdl.com>**
- iii. Click on **Shareholder - Login**.
- iv. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
- v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
- vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both.
- vii. Once the e-Voting home page opens, click on **e-Voting > Active Voting Cycles**.
- viii. Select **"EVEN"** (E-Voting Event Number) of **Vesuvius India Limited**. Now you are ready for e-Voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on **"Submit"** and also **"Confirm"** when prompted.
- x. Upon confirmation, the message **"Vote cast successfully"** will be displayed.
- xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently or cast the vote again.
- xii. Mr Anjan Kumar Roy, Proprietor of Anjan Kumar Roy & Co, Practicing Company Secretaries (Membership No. F5684 and C.P. No 4557) has been appointed as the Scrutinizer to scrutinise the e-Voting process in a fair and transparent manner and to give his report to the Chairman.
- xiii. 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to **anjanroy_2003@yahoo.co.in** or **anjankumarroyco@hotmail.com** with a copy marked to **evoting@nsdl.co.in**.
- xiv. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) - for members and e-Voting user manual for members available at the downloads sections of **www.evoting.nsdl.com** or contact NSDL at the toll free Telephone no. 1800-222-990 or by email **evoting@nsdl.co.in**. You may also send your queries/ grievances relating to e-Voting to Mr. K. Mustafi, M/s. CB Management Services (P) Ltd., Tel. No. (033) 40116729, e-mail: **mustafik@cbmsl.co**

B. In case a Member receives physical copy of the Notice (for Members whose email addresses are not registered with the Company/Depositories) :

- i. Initial password is provided in the Form: EVEN (E-Voting Event Number), user ID and password
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiv) above, in case you like to cast your vote through Remote e-Voting.

- II. **ELECTRONIC VOTING AT VENUE OF ANNUAL GENERAL MEETING ("AGM")** : Members holding shares either in physical form or in dematerialised form whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **CUT OFF DATE which is April 27, 2016** and who have not cast their votes electronically through remote e-Voting, will be entitled

to electronically vote on the business and all resolutions set forth in this Notice at the venue of the Annual General Meeting ("AGM"). E-Voting at the AGM venue will commence after the Chairman explains the procedure for e-Voting to be followed and formally announces the commencement of e-Voting at the AGM venue. Members will be informed of the procedure for e-Voting at the venue and will be assisted by representatives of NSDL. For e-Voting purposes passwords will be provided separately to the Members at the AGM venue. The documents entitling a Member to vote electronically at the AGM venue will be given only to the Member and where there are Joint holders, only to the first named Joint holder. Proxies will not be allowed to speak at the AGM. A proxy can vote only if the Member himself is not present at the meeting. Members who have cast their vote by remote e-Voting prior to the Annual General Meeting may attend the meeting but shall not be entitled to cast their vote again.

III. **MANNER IN WHICH PERSONS WHO HAVE ACQUIRED SHARES AND BECOME MEMBERS OF THE COMPANY AFTER THE DESPATCH OF NOTICE MAY OBTAIN THE LOGIN ID AND PASSWORD TO ENABLE THEM TO CONDUCT REMOTE E-VOTING OR VOTING AT VENUE OF THE ANNUAL GENERAL MEETING**

Persons who have acquired shares after the despatch of this Notice 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 Share Registrars by sending email at **mustafik@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. If a Member has forgotten his password, he can reset his password by using "Forgot User Details/Password" option available on **www.evoting.nsdl.com** or contact NSDL at the toll free Telephone no. **1800-222-990**.

PLEASE NOTE THAT

- Login to NSDL's e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot User Details/Password' option available on the website to reset the same.
- Your existing user ID and password with NSDL can be used by you exclusively for e-Voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

14. **Other Information :**

- a) The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company held by them as on the Cut Off Date.
- b) Only those who are Members of the Company as on the Cut Off date will be entitled to vote through remote e-Voting or at the venue of the meeting. A person who is not a Member of the Company as on the Cut Off Date but has received a copy of the Notice should treat the Notice for information only
- c) A proxy can vote only if the Member himself is not present at the meeting. The Proxy-holder shall prove his identity at the time of attending the meeting. Proxies are requested to carry a photo-identification to the AGM venue.**
- d) The Scrutiniser shall, within a period not exceeding three working days from the conclusion of the Annual General Meeting, make a report to the Chairman of the Company or in his absence to the Managing Director, of the votes cast in favour or against who shall then declare the results of e-Voting.
- e) This Notice convening the Annual General meeting is displayed in the website of the Company **www.vesuviusindia.com** and the website of NSDL, **www.nsdl.com**
- f) The results of the e-Voting declared along with Scrutiniser's Report will be available on the website of the Company, **www.vesuviusindia.com**, and the website of NSDL, **www.nsdl.com** within two days of receiving the Scrutiniser's Report and communication of the same to the Stock Exchanges and will also be displayed on the notice board at the registered office of the Company.
- g) The resolutions, if passed by a requisite majority, shall be deemed to be passed on the date of the Annual General Meeting.
- h) The landmark and route map to the venue of the Annual General Meeting is attached and forms a part of this Notice.
- i) Entry to the venue of the Annual General Meeting ("AGM") 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

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counters at the AGM venue. Passwords for e-Voting at the AGM venue will be provided at the AGM venue.

- j) Documents pertaining to all the items of business to be transacted at the Annual General Meeting are open for inspection at the Registered Office of the Company during 11.00 a.m. to 4.00 p.m. on all working days upto and including the date of the Annual General Meeting.

Members are requested to bring their copies of the Annual Report and Attendance Slip to the Meeting. Please note that duplicate Attendance Slips will not be issued.

Registered Office :
P-104 Taratala Road
Kolkata 700088
February 26, 2016

By Order of the Board of Directors

Vesuvius India Limited

Taposh Roy
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND FORMING A PART OF THIS NOTICE

ITEM No. 5

Mr Tanmay Kumar Ganguly (DIN No. 01272338) was the Managing Director of the Company from April 18, 2007 to December 31, 2014. Effective January 1, 2015 he had become the President-Advanced Refractories of the Vesuvius Group worldwide and had relocated to the United Kingdom. Mr Yves M.C.M.G. Nokerman, Director of the Company, had resigned from Vesuvius Group and therefore also resigned as a Director of the Company effective from May 7, 2015 and in the casual vacancy caused by the resignation of Mr Nokerman, Mr Ganguly was appointed a Director effective from May 7, 2015 at the Board meeting held on that day. Mr Ganguly has given his consent to be a Director of the Company and has also declared that he is not disqualified to be a Director of the Company.

Mr Ganguly is 52 years of age, a Bachelor of Commerce graduate and a Chartered Accountant and has over 25 years of experience in chemicals, refractory and FMCG industry. He started his career with Union Carbide India Ltd and has worked in ICI (India) Ltd, Hindustan Lever Limited, Pillsbury India as Chief Financial Officer, as Finance Director-Asia Pacific Region of General Mills (Pillsbury) then returned to India as President and CEO of General Mills India and Chief Operating Officer of Radhakrishna Foodland Pvt Ltd. He joined the Company in May 2006 as Chief Operating Officer and was Managing Director of the Company from April 18, 2007 to December 31, 2014. From January 1, 2015 he is the President-Advanced Refractories of the Vesuvius Group worldwide. From May 7, 2015 he was appointed a Director of the Company in the casual vacancy caused by the resignation of Mr Yves M.C.M.G. Nokerman.

Mr Ganguly is not a Director of any Company in India or abroad. He is a member of the following Committees of the Company and in no other Committees in India :

Name of Company	Name of Committee	Nature of Membership
Vesuvius India Ltd	1. Audit Committee	Member
	2. Nomination & Remuneration Committee	Member
	3. Share Transfer and Stakeholders Grievance & Relationship Committee	Member
	4. Corporate Social Responsibility Committee	Member

Mr Ganguly does not hold any shares of the Company and is not related to any Director or Key Managerial Personnel of the Company. He will be liable to retire by rotation.

Notice has been received from a Member along with the requisite deposit proposing the appointment of Mr Tanmay Kumar Ganguly as a Director of the Company at the ensuing Annual General Meeting.

No Promoter, Director, Key Managerial Personnel or their relatives, other than Mr Tanmay Kumar Ganguly, is concerned or interested in the resolution.

The Board of Directors recommends the appointment of Mr Tanmay Kumar Ganguly as a Director of the Company.

ITEM No. 6

Mr Christopher David Abbott (DIN No. 07276608) is 54 years of age, a British National, is a Mechanical Engineer and has over 30 years' experience in industrial, manufacturing and business development functions. He is presently President -Flow Control of the Vesuvius Group and operates from Ghlin, Belgium. Mr Abbott joined Vesuvius in 2000 and was the Vice President for Manufacturing, QHSE, Engineering and Purchasing since 2002, before becoming President-Flow Control in October 2008. Prior to joining Vesuvius he held a number of senior industrial and manufacturing managerial positions with Schlumberger's UK and European businesses.

At the Board meeting held on August 3, 2015 Mr Abbott was appointed an Additional Director of the Company, subject to the approval of the Members of the Company, to hold office upto the date of the ensuing Annual General Meeting. Mr Abbott has given his consent to be a Director of the Company and has also declared that he is not disqualified to be a Director of the Company.

Mr Abbott is not a Director of any Company in India but is Chairman of the Supervisory Board of two companies abroad, namely, Vesuvius Ceska Republica a.s. and Vesuvius Slavia a.s. He is a member of the following Committees of the Company and in no other Committees in India :

Name of Company	Name of Committee	Nature of Membership
Vesuvius India Ltd	1. Audit Committee	Member
	2. Nomination & Remuneration Committee	Member
	3. Share Transfer and Stakeholders Grievance & Relationship Committee	Member

Mr Abbott does not hold any shares of the Company and is not related to any Director or Key Managerial Personnel of the Company. He will be liable to retire by rotation.

Notice has been received from a Member along with the requisite deposit proposing the appointment of Mr Christopher David Abbott as a Director of the Company at the ensuing Annual General Meeting.

No Promoter, Director, Key Managerial Personnel or their relatives, other than Mr Christopher David Abbott, is concerned or interested in the resolution.

The Board of Directors recommends the appointment of Mr Christopher David Abbott as a Director of the Company.

By Order of the Board of Directors

Vesuvius India Limited

Taposh Roy
Company Secretary

Registered Office :
P-104 Taratala Road
Kolkata 700088
February 26, 2016