



VESUVIUS INDIA LIMITED

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

CIN No. : L26933WB1991PLC052968

Phone : (033) 6109 0500 Fax : (033) 2401 3976

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

NOTICE OF ANNUAL GENERAL MEETING

To the Members of
Vesuvius India Limited
 P-104 Taratala Road
 Kolkata 700 088

Notice is hereby given that the thirtieth Annual General Meeting of the Members of Vesuvius India Limited will be held on Tuesday, April 27, 2021 at 12.00 noon, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility, the deemed venue of the meeting being at the Registered Office at P-104 Taratala Road, Kolkata 700088, 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, 2020, the Reports of the Auditors and Directors 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, 2020, the Balance Sheet as on that date and the Notes and Annexures thereto, the Statement of Cash Flows for the year ended on December 31, 2020, the Statement of Changes in Equity for the year ended on December 31, 2020 and 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, 2020 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.7/- per Equity Share of nominal value Rs 10/- each, out of the current profits of the Company for the year ended on December 31, 2020 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 whose names appear on the Company's Register of Members and in the Register of Beneficial Owners maintained by the Depositories as on the Record Date which is April 20, 2021."

3. To reappoint Mr Thiago da Costa Avelar 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 Thiago da Costa Avelar (DIN No. 08697241), 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."

SPECIAL BUSINESS

4. To appoint Mr Nitin Jain as a Director and Managing Director of the Company and to pass the following resolutions as an **Ordinary Resolution** :

"**RESOLVED** that Mr Nitin Jain (DIN No. 07934566), who was appointed Managing Director of the Company effective from March 16, 2021 at the Board meeting held on January 19, 2021 and in respect of whom the Company has received from a Member a notice in writing pursuant to the requirements of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director, and whose appointment has been recommended by the Nomination and Remuneration Committee, be and is hereby appointed a Director of the Company with effect from March 16, 2021 whose period of office shall be liable to retire by rotation."

"**RESOLVED FURTHER** that, pursuant to the provisions of Sections 196, 197, Schedule V and other provisions of the Companies Act, 2013, consent be and is hereby given to the appointment of Mr Nitin Jain (DIN No. 07934566) as Managing Director of the Company for a period of five years effective from March 16, 2021 on remuneration, terms and conditions as set out in the Agreement dated January 19, 2021 executed between the Company of the one part and Mr Nitin Jain of the other part."

"**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 Nitin Jain including his salary, allowances, incentive, bonus, perquisites and benefits from time to time, within the overall ceilings laid down in the aforesaid Agreement dated January 19, 2021 and the Companies Act, 2013 including any statutory modification or re-enactment thereof."

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

“RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereon, M/s Gondesi & Co, Cost Accountants, (Firm Registration No. 002027), who have been appointed as Cost Auditors of the Company for conducting the Cost Audit of the cost accounting records of the Company for the financial year ended on December 31, 2021, be paid a remuneration of Rs 1,10,000 (Rupees one lakh ten thousand only) plus GST, if applicable, and out of pocket expenses at actuals as may be determined by the Board of Directors of the Company.”

Explanatory Statement : Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under Item Nos. 4 and 5 of the Notice is annexed and forms a part of this Notice.

Record Date : Notice is given under 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 20, 2021** to determine those Members 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** will be **April 20, 2021** 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 on the date of the Annual General Meeting and for attending the Annual General Meeting through VC/OAVM.

Remote Electronic Voting Period : Notice is also given that the Remote Electronic Voting Period will be from 9.00 a.m. on **April 23, 2021 to 5.00 p.m. on April 26, 2021**, both days inclusive.

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

Additional Information of Directors : Additional information given at the end of this Notice of Directors seeking appointment or re-appointment at the AGM pursuant to requirements of SEBI (LODR) and Secretarial Standards, forms a part of this Notice to Members.

Proxy : Since this Annual General Meeting (“AGM”) is being held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), the facility to appoint proxy to attend and cast vote on AGM day is not available [General Circular no 14/2020 dated 8.4.2020, 20/2020 dated 5.5.2020 and 2/2021 dated 13.01.2021 issued by the Ministry of Corporate Affairs and Circular no SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12.05.2020 and SEBI/HO/CFD/CMD2/ CIR/P/ 2021/11 dated 15.01.2021 issued by Securities and Exchange Board of India]. Accordingly, Proxy Forms and attendance slips are not annexed to the Notice of this AGM.

Registered Office :

P-104 Taratala Road
Kolkata 700 088
February 25, 2021

By Order of the Board of Directors

Vesuvius India Limited

Vikram Singh
Company Secretary
(ACS 16381)

Notes forming part of the Notice to Members :

- Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) :**
In view of the outbreak of the COVID-19 pandemic, several restrictions have been imposed by the Government including assembling of persons, maintaining social distancing and movement of persons. The Ministry of Corporate Affairs, Government of India (“MCA”) and Securities and Exchange Board of India (“SEBI”) have therefore issued several circulars giving directions for holding meetings through VC/OAVM and to send notices, reports and other communication through electronic means. In compliance with these directions of MCA and SEBI, this Annual General Meeting is being conducted through VC/OAVM using the facility offered by National Securities Depository Limited (“NSDL”). The deemed venue for this thirtieth AGM shall be the Registered Office of the Company at P-104 Taratala Road, Kolkata 700088. There will not be any physical gathering of Members and Members will attend and participate in the AGM through VC/OAVM only. Therefore, road map for the venue of the AGM, Proxy forms and Attendance slips are not attached to this Notice. The detailed procedure for participating in the Meeting through VC/OAVM is given separately in this Notice.

2. IMPORTANT DATES FOR MEMBERS

ANNUAL GENERAL MEETING : Annual General Meeting will be held through VC/OAVM on **Tuesday, April 27, 2021 from 12.00 noon**. The deemed venue for the AGM shall be the Registered Office of the Company at P-104 Taratala Road, Kolkata 700088.

RECORD DATE : Record Date will be **April 20, 2021** to determine those Members who will be entitled to receive dividend which will be declared at the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

CUT OFF DATE : Cut Off Date will be **April 20, 2021** to determine the Members entitled to undertake voting electronically on the Business and all resolutions set forth in this Notice by remote e-Voting, e-Voting on the AGM day and for attending the AGM through VC/OAVM.

REMOTE ELECTRONIC VOTING PERIOD will be from **9.00 a.m. on April 23, 2021 to 5.00 p.m. on April 26, 2021**, both days inclusive. Remote e-Voting will be blocked after 5.00 p.m. on April 26, 2021.

ELECTRONIC VOTING FACILITY will also be provided on the date of the Annual General Meeting on April 27, 2021 to those Members who are eligible to vote but who have not cast their votes through remote e-Voting and who attend the Annual General Meeting through VC/OAVM. Electronic Voting on AGM date will be allowed for up to 30 minutes after AGM is declared closed by the Chairman.

3. **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 2, 2021 and dividend will be paid within May 11, 2021 to those Members or to their mandates, whose names appear as on the Record Date of **April 20, 2021** in the Register of Members maintained by the Company or in the Register of Beneficial Owners furnished by the National Securities Depository Ltd. and Central Depository Services (India) Ltd., for this purpose. Income Tax will be deducted at source from dividend paid, as applicable. Dividend will be paid electronically by credit to the bank accounts of Members as per their Bank Mandates.
4. **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. Notices have been sent to shareholders to update their Email ID, Bank Mandates and Income Tax PAN. **In compliance with these regulations and SEBI circulars, 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.

5. **UNCLAIMED DIVIDEND :** Notices have been sent to all Shareholders concerned on January 28, 2021 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.
6. **TRANSFER OF UNCLAIMED DIVIDEND TO IEPF :** The 20th Anniversary Special Dividend (being interim dividend for the financial year ended on December 31, 2014) declared at the Board meeting held on February 25, 2014 and dividend for the financial year ended on December 31, 2013 which was declared at the Annual General Meeting held on April 29, 2014 and remaining unclaimed will be transferred to the Investor Education and Protection Fund ("IEPF") of the Central Government in March and June, 2021 respectively, pursuant to the provisions of sections 124 of the Companies Act, 2013. Members are requested to lodge their claims with the Registrars & Share Transfer Agents immediately. Reminder letters have been sent to the Shareholders concerned on January 28, 2021.
7. **TRANSFER OF SHARES TO IEPF :**
 - a) Shares, in respect of which dividend for the year ended December 31, 2012 has been transferred to the IEPF pursuant to Rule 6 of the Rules read with section 124 of the Companies Act, 2013, has been transferred to IEPF. Individual notices had been sent by registered post to the Shareholders concerned on February 12, 2020, requesting them to encash their unclaimed dividends failing which the corresponding shares will be transferred to IEPF. An Advertisement had also been published in the newspapers on February 14, 2020. The shares transferred to IEPF are available on the Company's website.
 - b) Shares, corresponding to 20th Anniversary Special Dividend (being interim dividend for the financial year ended on December 31, 2014) declared at the Board meeting held on February 25, 2014 and corresponding to dividend for the year ended December 31, 2013 declared at the Annual General Meeting held on April 29, 2014, will be transferred to the IEPF pursuant to Rule 6 of the Rules read with section 124 of the Companies Act, 2013 if such dividend remain unencashed for seven consecutive years. Individual notices have been sent by registered post to the Shareholders concerned on January 28, 2021, requesting them to encash their unclaimed dividends failing which the corresponding shares will be transferred to IEPF. An Advertisement had also been published in the newspapers on February 3, 2021. The advertisement and details of shares to be transferred to IEPF are available on the Company's website.
8. **TRANSFER OF SHARES ONLY IN DEMAT MODE :** As per revised regulation 40 of SEBI (LODR), shares will be transferred only in dematerialised mode effective from April 1, 2019 and therefore Shareholders are requested to dematerialize their existing shares held in physical form.
9. **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 and the directives given in

regulation 40 of SEBI (LODR), Members are requested to avail of the facility of dematerialization of the Company's shares held by them in physical form.

10. **NOMINATION** : Pursuant to the provisions of section 72 of the Companies Act, 2013, Members, who hold shares in physical form, 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". Members holding shares in dematerialized form will have to contact their Depository Participants to register their nomination.
11. **WEBSITE** : The Company's website is www.vesuviusindia.com Annual Reports of the Company, unclaimed dividend list, shares transferred to IEPF, standard downloadable forms and other Shareholder communication are made available on the Company's website.
12. **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. This year, as per directive of MCA and SEBI, physical copy of Annual Report and Notice of AGM will not be sent. 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 11.00 a.m. and 4.00 pm on all working days upto the date of the Annual General Meeting.
13. **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 to the Scrutiniser, NSDL and the Company, a certified true copy of the resolution passed by the Board of Directors of the Corporate Entity or a Power of Attorney authorizing the Representative to attend and e-Vote on the day of AGM on behalf of the Corporate Member.
14. **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 transmission or nominations regarding shares held by them in physical form and for redressal of complaints or contact the Company Secretary, at the Registered Office or by email at vesuviusindia@vesuvius.com.

15. 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, and the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India, [General Circular no 14/2020 dated 8.4.2020, 20/2020 dated 5.5.2020 and 2/2021 dated 13.01.2021 issued by the Ministry of Corporate Affairs and Circular no SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12.05.2020 and SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated 15.01.2021 issued by Securities and Exchange Board of India], 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 :

- 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 20, 2021** 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 23, 2021 upto 5.00 p.m. on April 26, 2021, both days inclusive.** Remote e-Voting shall not be allowed beyond 5.00 p.m. on April 26, 2021 and remote e-Voting facility will be blocked after 5.00 p.m. on April 26, 2021. Members who have cast their vote by remote e-Voting prior to the date of the Annual General Meeting may also attend the meeting through VC/OAVM, 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 web browser by typing the following URL: <https://www.evoting.nsdl.com/>
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 then proceed to item (viii) below to cast your vote electronically.

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- 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.
 - a) For Members holding demat account with NSDL, their User ID will be the 8 character DP ID followed by the 8 digit Client ID;
 - b) For Members holding demat account with CDSL, their User ID will be the 16 digit Beneficiary ID; and
 - c) For Members holding shares on physical form, their User ID will be the EVEN number followed by the folio number registered with the Company.
- 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. If a Member has forgotten his password :
 - a. 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 1020 990 / 1800 22 4430**
 - 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- viii. Once the e-Voting home page opens, click on **e-Voting** and then click on **Active Voting Cycles**.
- ix. Select "**EVEN**" (E-Voting Event Number) of **Vesuvius India Limited**. Now you are ready for e-Voting as Cast Vote page opens.
- x. Cast your vote by selecting appropriate option and click on "**Submit**" and also "**Confirm**" when prompted.
- xi. Upon confirmation, the message "**Vote cast successfully**" will be displayed.
- xii. You can also take printout of the votes cast by you by clicking on the print option on the confirmation page.
- xiii. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently or cast the vote again.
- xiv. Mr Anjan Kumar Roy, Proprietor of Anjan Kumar Roy & Co, Practising Company Secretaries (Membership No. F5684 and C.P. No 4557) of GR-1, Gouri Bhaban, 28A, Gurupada Halder Road, Kolkata 700026 Phone : 9830201949; (033) 24750112 Email : akroyco@yahoo.co.in and anjanroy_2003@yahoo.co.in) has been appointed as the Scrutiniser to scrutinise the e-Voting process in a fair and transparent manner and to give his report to the Chairman.
- xv. 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, Power of Attorney etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote and attend the VC/OAVM, to the Scrutinizer through e-mail with a copy marked to evoting@nsdl.co.in.
- xvi. 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 <https://www.evoting.nsdl.com> or contact NSDL at the toll free Telephone no. **1800-1020-990, 1800-224-430** or by email evoting@nsdl.co.in. You may also send your queries/ grievances relating to e-Voting to Mr. Rana Roy Choudhury, M/s. CB Management Services (P) Ltd. Tel. No. (033) 40116724, e-mail: ranarc@cbmsl.co

B. For Members whose email addresses are not registered with the Company/Depositories:

- i. You may contact NSDL (at the toll free Telephone no. **1800 1020 990 / 1800 22 4430** or by email evoting@nsdl.co.in) or the Registrars (Mr. Rana Roy Choudhury, M/s. CB Management Services (P) Ltd. Tel. No. (033) 40116724) to obtain EVEN (E-Voting Event Number), user ID and password.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xvi) above, in case you like to cast your vote through Remote e-Voting.
- iii. **MEMBERS ARE REQUESTED TO UPDATE THEIR EMAIL ID AND BANK MANDATE WITH THEIR DEPOSITORIES** (if shares are held in demat mode) **OR WITH THE REGISTRARS** (if shares are held in physical mode)

II. ELECTRONIC VOTING ON DATE OF ANNUAL GENERAL MEETING : 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 20, 2021** and who have not cast their votes electronically through remote e-Voting, will be entitled to vote on the business and all resolutions set forth in this Notice on the date 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 on the AGM day. E-Voting will be allowed upto 30 minutes after the Chairman concludes the meeting and declares the AGM closed. 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 are 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 post or by email. 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 1020 990 / 1800 22 4430**.

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.

16. INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system on the day of the AGM.
3. Members who have already voted through Remote e-Voting will be eligible to attend the AGM but they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

17. INSTRUCTIONS FOR ATTENDING ANNUAL GENERAL MEETING THROUGH VIDEO CONFERENCE /OTHER AUDIO VISUAL MEANS ARE AS UNDER :

- (i) The Annual General Meeting (“AGM”) will be held on **Tuesday, April 27, 2021** and will **commence from 12.00 noon** and will continue until the Chairman concludes the meeting and declares the AGM closed. The Members can join the AGM through Video Conferencing (“VC”) or Other Audio Visual Mode (“OAVM”) 15 minutes before and upto 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available on first-come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutiniser etc. who are allowed to attend the AGM without the first-come-first-served basis restriction.
- (ii) Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (iii) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice to avoid last minute rush. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.

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- (iv) Members are encouraged to join the Meeting through Laptops for better experience.
- (v) Members are requested to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vi) **Registration as Speaker** : Members who would like to express their views/ask questions during the AGM should register themselves as a Speaker. They should send their request mentioning their name, demat account number/ folio number, email ID and mobile number to the Company's email **vesuviusagm2020@gmail.com latest by 4.00 p.m. (IST) on Friday, April 23, 2021.**
- (vii) **Sending Questions in Advance** : Members may send their questions in advance mentioning their name, demat account number/folio number, email ID and mobile number and number of shares held to the Company's email **vesuviusagm2020@gmail.com latest by 4.00 p.m. (IST) on Wednesday, Friday, April 23, 2021.** The Chairman will respond to these questions during the AGM.
- (viii) Those shareholders who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) A sequence of Speakers will be made and Members will be informed of their respective sequence number. Chairman will invite the Speakers serially according to this sequence number. When a pre-registered Speaker is invited to speak at the meeting but he / she does not respond, the next Speaker will be invited to speak. Accordingly, all Speakers are requested to get connected to a device with a video/ camera along with good internet speed.
- (x) Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager-NSDL or Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call the Toll Free Telephone no 1800 1020 990 / 1800 22 4430.

18. 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 e-Voting on the date of the AGM. 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) Since this will be a meeting through VC/OAVM, proxies and physical attendance are not permitted. Attendance to the AGM shall be only through VC/OAVM.
- d) This Notice convening the AGM is displayed on the website of the Company **www.vesuviusindia.com** and the website of NSDL, **www.nsdl.com** In compliance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, physical copies of the Notice or Annual Report etc have not been sent to the Members.
- e) The Scrutiniser shall, within a period not exceeding two working days from the conclusion of the AGM, make a report of the votes cast in favour or against, to the Chairman of the Company or in his absence to the Managing Director, who shall then declare the results of e-Voting.
- 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) 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.

Registered Office :

P-104 Taratala Road
Kolkata 700 088
February 25, 2021

By Order of the Board of Directors

Vesuvius India Limited

Vikram Singh
Company Secretary
(ACS 16381)

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

ITEM 4 : Appointment of Mr Nitin Jain (DIN No. 07934566) as Managing Director

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on January 19, 2021 appointed Mr Nitin Jain (DIN No. 07934566) as Managing Director of the Company for a period of five years effective from March 16, 2021. This appointment was made subject to the approval of the Members at the ensuing Annual General Meeting. Mr Nitin Jain's appointment will be liable to retire by rotation.

Mr Nitin Jain, aged 40 years, is a materials engineer from NIT Jaipur and has an MBA degree from the Ohio State University, USA, as well as a Master of Science degree from the Case Western Reserve University, USA. He is from Imerys, the French multinational in mineral and mining industry. As on February 25, 2021, Mr Jain was the Managing Director of Imerys Ceramics (India) Private Limited and a Director of Imerys Performance and Filtration Minerals Private Limited, Imerys Carbonates India Limited and Imerys Minerals (India) Private Ltd. Effective from March 16, 2021, he will become a member of the Corporate Social Responsibility Committee, Risk Management Committee, Board Management Committee and Share Transfer & Stakeholders Grievance & Relationship Committee of Vesuvius India Limited.

Over the last 19 years, Mr Jain has worked in leadership roles in mergers & acquisitions, operations, product management, sales and technology in both North America and Asia and was Sales and Technical Director for the APAC Region. He brings with him rich experience and knowledge in sales and marketing, technology, commercial activities and business strategy through his extensive interactions in America and Asia.

Mr Jain does not hold any shares of the Company and is not related to any Promoter, Director or Key Managerial Personnel of the Company or their relatives.

An Agreement dated January 19, 2021 has been executed between the Company and Mr Nitin Jain setting out the terms and remuneration payable to him, subject to the limit prescribed in section 197 read with Schedule V of the Companies Act, 2013, and his remuneration is summarised as follows -

Items	Remuneration
Period of employment	Five years from March 16, 2021 to March 15, 2026
Basic Salary	Rs 70,00,000 per annum or such sum as may be determined by the Board, but not exceeding Rs 140,00,000 per annum
House Rent and other Allowances	Rs 70,00,000 per annum or such sum as may be determined by the Board, but not exceeding Rs 140,00,000 per annum
Management Bonus and Incentive	As per Rules of the Company applicable to Whole-time Directors and as may be determined by the Board - Presently Annual Incentive Plan (AIP) is Rs 35,00,000 which can go up to Rs 70,00,000 and Mid Term Incentive Plan (MTP) depending on AIP out turn is Rs 35,00,000 which can go up to Rs 70,00,000.
Benefits & Perquisites	Rs 14,96,877 per annum or such sum as may be determined by the Board, but not exceeding Rs 30,00,000 per annum
Commission on Profits	Mr Nitin Jain will not be entitled to commission on net profits.
Retiral Funds	Provident Fund, Gratuity and Superannuation as per Rules of the Company.
Insurance	As per Rules of the Company applicable to Whole-time Directors and as may be determined by the Board.

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 Jain will not be entitled to any compensation for loss of office under section 202 of the Companies Act, 2013. Mr Jain will be entitled to the Vesuvius Group Share Option plans.

The total remuneration payable to Mr Jain will be within the overall limits prescribed in section 197 read with section 198 and Schedule V of the Companies Act, 2013, as amended from time to time and subject to the condition that overall remuneration will not exceed Rs 4,00,00,000 per annum. However, if during the currency of his tenure, the Company has no profits or its profits are inadequate in any financial year, Mr Jain, subject to the provisions of the Companies Act, 2013, shall be entitled to the same remuneration by way of basic salary, house rent and other allowances, bonus, incentive, perquisites and benefits as may be approved by the Board from time to time and within the overall limits specified above. 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.

The Agreement dated January 19, 2021 sets out the mutual rights and obligations of the Company and Mr Nitin Jain. A copy of the Agreement will be available for inspection of Members at the Registered Office of the Company between 11.00 a.m. and 4.00 pm on all working days upto and including the date of the Annual General Meeting.

A notice in writing pursuant to the requirements of Section 160 of the Companies Act, 2013 has been received by the Company from a Member recommending the appointment of Mr Nitin Jain as a Director of the Company.

The Nomination and Remuneration Committee as well as the Board of Directors recommend the appointment of Mr Nitin Jain (DIN No. 07934566) as Director and Managing Director of the Company. The Board is of the opinion that Mr Nitin Jain has rich experience and knowledge in sales & marketing, technology and commercial activities, and a person of high integrity and he fulfils the criteria specified in the Companies Act, 2013 read with the rules made thereunder and also with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as a Director and Managing Director of the Company.

None of the Promoters, Directors, Key Managerial Personnel or their relatives is concerned or interested in the resolutions.

Additional information in respect of his appointment pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards which has been given below forms a part of this Notice.

ITEM No 5 : Approval of remuneration of Cost Auditors

The Board of Directors on the recommendation of the Audit Committee, at their meeting held on February 25, 2021 have appointed M/s Gondesi & Co, Cost Accountants, of Visakhapatnam (Firm registration no. 002027) as Cost Auditors of the Company for the financial year ended on December 31, 2021. The remuneration of the Cost Auditors had been fixed at Rs 110,000 plus GST, if applicable, and out of pocket expenses at actuals.

Section 148 of the Companies Act, 2013 read with rule 14 of the Companies (Audit and Auditors) Rules, 2014 require that the remuneration of the Cost Auditor should be ratified subsequently by the Members of the Company and hence this resolution is proposed to be passed by the Members.

The consent letter of M/s Gondesi & Co, Cost Accountants, will be available for inspection of Members at the Registered Office of the Company between 11.00 a.m. and 4.00 p.m. on all working days up to and including the date of the Annual General Meeting.

The Board of Directors recommends the resolution be passed.

None of the Promoters, Directors, Key Managerial Personnel or their relatives is concerned or interested in the resolution.

Registered Office :

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February 25, 2021

By Order of the Board of Directors

Vesuvius India Limited

Vikram Singh
Company Secretary
(ACS 16381)

Additional Information of Directors seeking appointment or re-appointment at the forthcoming Annual General Meeting as mentioned in Item Nos 3 and 4 of this Notice

[in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards]

Name of Director	Mr Thiago da Costa Avelar	Mr Nitin Jain
Item No. of the Notice	3	4
DIN Number	08697241	07934566
Age (in years)	39	40
Qualification	Engineer	Engineer, MBA
Date of first Board appointment	21.02.2020	19.01.2021
Expertise in specific functional areas	Refractory Business, Business Strategy, Marketing	Business Strategy, Sales, Technology
Remuneration last drawn as Director	Nil	Nil
Shares held in the Company	Nil	Nil
Relationship with other Directors in the Company	None	None
Directorship held in other Companies - In India	Nil	As on 25.02.2021 Imerys Ceramics (India) Private Ltd Imerys Performance and Filtration Minerals Private Limited Imerys Carbonates India Limited Imerys Minerals (India) Private Ltd
Directorship held in other Companies - Abroad	1. Vesuvius Europe Beteiligungs GmbH 2. Vesuvius Europe GmbH Co KG 3. Vesuvius GmbH 4. Vesuvius Mulheim GmbH Co KG 5. Vesuvius Ras Al Khaimah FZ-LLC	Nil

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