

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

Notice of 33rd Annual General Meeting

NOTICE is hereby given that the **Thirty Third (33rd) Annual General Meeting ("AGM")** of the Members of **Vesuvius India Limited (the "Company")** will be held on Thursday, April 18, 2024, at 10:00 A.M. (IST), at G. D. Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019 to transact the following businesses:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended on December 31, 2023, the Reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended on December 31, 2023 and the Reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To declare dividend on Equity Shares of the Company for the financial year ended on December 31, 2023 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT dividend at the rate of ₹ 12.75 (Rupees Twelve and Seventy Five Paise only) per Equity Share of ₹ 10/- (Rupees Ten only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared out of the profits of the Company for the financial year ended on December 31, 2023 on 2,02,96,080 (Two crores two lakhs ninety-six thousand and eighty) Equity Shares of the Company."

3. To reappoint Mr. Pascal Herve Martin Marie Genest (DIN: 09473571), who retires by rotation and being eligible, offers himself for reappointment and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Pascal Herve Martin Marie Genest (DIN: 09473571), who retires by rotation from the Board of Directors of the Company pursuant to

the provisions of Section 152 of the Companies Act, 2013 and Article 101 of the Company's Articles of Association, be and is hereby reappointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

Special Business:

4. To approve continuation of Mr. Patrick Georges Felix Andre (DIN: 07619754) as a Director (not liable to retire by rotation) of the Company, for a further period of five years commencing from April 01, 2024 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 17(1D) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI LODR) and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded for continuation of Mr. Patrick Georges Felix Andre (DIN : 07619754), as a Non-Executive Non-Independent Director of the Company (not liable to retire by rotation), for a further period of five years commencing from April 01, 2024.

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

5. To approve payment(s) of remuneration to Non-executive Directors including Independent Directors in accordance with provisions of Section 197 read with Schedule V to the Companies Act, 2013, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149(9), 197 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013, as amended, (the Act) and the Rules framed thereunder (including any statutory modification(s) or



re-enactment thereof for the time being in force), the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for payment and distribution of such sum as commission to the Non-Executive Directors of the Company, in such manner and proportion as the Board of Directors of the Company may decide from time to time, provided that the aggregate of such commission, paid or proposed to be paid to all the Non-Executive Directors of the Company, shall not exceeding 1% of the net profits of the Company, in any financial year, computed in accordance with the provisions of Section 198 of the Act, plus applicable taxes, and in case of no profits or profits are inadequate in any financial year, the Non-Executive Directors would be paid remuneration for such financial year in a manner and proportion, as the Board of Directors of the Company may decide from time to time, subject to compliance with the requirements of Schedule V to the Act.

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

6. To ratify the remuneration of Cost Auditors of the Company for the financial year ending on

December 31, 2024, and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration, as approved by the Board of Directors upon recommendation of the Audit Committee and set out in the Statement annexed to the Notice, to be paid to M/s Jithendra & Company, Cost Accountants, (Firm Registration No. 103347), who has been appointed to conduct the audit of the cost records maintained by the Company for the financial year ending on December 31, 2024, be and is hereby ratified.

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

By order of the Board of Directors
Vesuvius India Limited

Place: Kolkata
Date: February 09, 2024

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

Saheb Ali
Company Secretary and
Compliance Officer
Membership No. A33361

Notice of 33rd Annual General Meeting (Contd.)

NOTES FORMING PART OF THE NOTICE:

A. General Instructions:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, as amended, (the “Act”) and Secretarial Standard on General Meetings (Revised) – 2 (the “SS-2”), relating to Special Businesses to be transacted at the Meeting, are annexed hereto. The said Statement also contain 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 the directors seeking appointment / re-appointment form part of this Notice convening the 33rd Annual General Meeting (AGM) of the Company (the “Notice”).
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is attached herewith.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.
3. The proxy holder shall prove his / her identity at the time of attending the Meeting.
4. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked.
5. The landmark and route map to the AGM venue is attached and forms part of this Notice.
6. In case of Joint holders attending the AGM, the Member whose name appears first in the order of names as per the Register of Members of the Company, will be entitled to vote at the AGM.
7. National Securities Depository Limited (“NSDL”) will be providing facility for voting through remote e-voting and e-voting at the AGM venue.
8. The Notice of the AGM along with the Annual Report 2023 is being sent through electronic mode to those Members

whose e-mail addresses are registered with the Company/ Depositories. Further, physical copy of the Notice and the Annual Report are being dispatched through permissible mode to those Members whose e-mail addresses are not registered with the Company/Depositories. Members may note that the Notice along with the Annual Report 2023 will also be available on the website of the Company 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 the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. These 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 along with Annual Report shall also be made available to the Member(s) who may request for the same in writing to the Company.

9. **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 updated, shall be eligible for any payment including dividend, interest or redemption 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)
10. 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 with the CB Management/Company's RTA.
 - b. Members holding shares in dematerialised mode are requested to register / update their e-mail address with the Depository through their Depository Participant(s).



11. A brief profile of the Director retiring by rotation and proposed to be re-appointed at this AGM, as stipulated under Regulation 36 of the SEBI LODR are provided in an Annexure appended to this Notice.
12. Relevant documents as required by law and referred to in the accompanying Notice and in the Statement shall be available for inspection through electronic mode. Members may write to the Company on vesuviusindia@vesuvius.com for inspection of said documents and the same will be available for inspection of Members at the Registered Office of the Company between 12.00 p.m. and 2.00 p.m. on all working days upto and including the date of the Annual General Meeting.

13. Important dates for Members:

Record Date: Record Date will be **Thursday, April 11, 2024** to determine entitlement of Members to receive dividend which will be declared at the AGM.

Cut Off Date: The Cut Off Date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through e-voting system is **Thursday, April 11, 2024** ("Cut Off Date").

A person who is not a Member as on the Cut Off Date should treat this Notice of the AGM for information purpose only. The voting rights of 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 Sunday, April 14, 2024 to 5.00 p.m. on Wednesday, April 17, 2024**, both days inclusive. Remote e-voting will be disabled after 5.00 p.m. on Wednesday, April 17, 2024.

The facility for voting, through electronic voting system shall also be made **available at the AGM venue** and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

A Member can opt for only single mode of voting i.e., through remote e-voting or e-voting at the AGM. If a Member casts vote by both modes i.e., e-voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

14. **Dividend:** Subject to the approval of the Members at the AGM and the provisions of Section 126 of the Act, the dividend will be deposited in a separate bank account within 5 (five) days from the date of declaration of the dividend and will be paid within May 10, 2024 to the Members whose names appear on the Company's Register of Members as on the Record Date

(i.e., **April 11, 2024**) and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details and to the Members who have not updated their bank account details, dividend shall be paid to them electronically only upon completion of KYC and bank account details.

Tax Deductible at Source / Withholding tax:

Pursuant to the requirement of Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend to be paid to its shareholders. The withholding tax rate would vary depending on the residential status of the shareholders and documents submitted by them with the Company/ its RTA/Depository Participants.

15. **Bank Account Details:** Regulation 12 read with Schedule I of the SEBI LODR require all companies to use the facilities of electronic clearing services for payment of dividend. Members are requested to register/ update their complete bank details:
 - a. with their Depository Participant(s) with which they maintain their demat accounts, if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s); and
 - b. by submitting duly filled up and signed Form ISR-1 with the CB Management, if shares are held in physical mode.
16. **Unclaimed Dividend:** Notices have been sent to all the concerned Shareholders on January 29, 2024 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 Investor Education and Protection Fund (IEPF) of the Central Government have been uploaded on the Company's website www.vesuviusindia.in. Members are encouraged to view the lists and lodge their claim with the Company's RTA for dividends which have remained unclaimed.
17. **Unclaimed Dividends/Shares transferred to IEPF:** In terms of the provisions of Sections 124 and 125 of the Act, read with Rules made thereunder, and circulars, if any, the dividend for the financial year ended on December 31, 2015, declared at the 25th Annual General Meeting of the Company held on May 04, 2016, which remained unclaimed for 7 (seven) consecutive years, amounting to ₹ 9 Lakhs had been transferred to the IEPF account of the Central Government in the month of June 2023. As per the aforesaid provisions, the

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Company had also transferred the shares [in respect of which dividends remained unclaimed for a period of 7 (seven) consecutive years as on the due date i.e., June 05, 2023] to the IEPF Demat Account.

18. **Unclaimed Dividend/Shares to be transferred to IEPF in 2024:** Pursuant to the aforesaid provisions, the Company is required to transfer the unpaid dividend amounts, which remained unclaimed for 7 (seven) years from the date of transfer of such amounts to Unpaid/Unclaimed Dividend Account to IEPF Account. In order to comply with the same, the Company shall transfer the dividend declared at the 26th Annual General Meeting of the Company held on May 12, 2017, to the IEPF of the Central Government in June, 2024. Further, the shares in respect of which dividend remains unclaimed for a period of 7 (seven) consecutive years shall also be transferred to the Demat Account of the IEPF Authority in June, 2024. Individual reminder letters have been sent to the concerned shareholders by registered post on January 29, 2024 and newspaper notice has also been published on February 08, 2024 in this regard. The concerned shareholders are requested to lodge their claims with the Company's RTA, CB Management, immediately and claim their dividend on or before May 20, 2024, failing which would result in the transfer of their dividend and shares into IEPF Account/IEPF Demat Account, as the case may be.
19. **How to claim Dividend / Shares transferred to IEPF:**
 - a. The members who have a claim on the dividends and/or shares transferred to IEPF, may claim the same from the IEPF Authority by submitting an online application in web Form No. IEPF-5 which is available on the website www.iepf.gov.in and sending a duly signed physical copy of the same to the Company, along with requisite documents enumerated in the Form IEPF-5. However, before filing of claim(s) with the Authority, such members/claimants are advised to approach the Company for issue of Entitlement letter along with all the required documents as per the communication issued by IEPF Authority on July 20, 2022.
 - b. Details of dividends/shares so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: www.iepf.gov.in. Such details are also available on the website of the Company at www.vesuviusindia.in.
20. **Dematerialisation of physical shares:** As mandated by SEBI, securities of the Company can be transferred / traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation.

As per the SEBI mandate, 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 dematerialisation of securities on the basis of the 'letter of confirmation(s)' within a period of 120 days from the date of its issuance.

B. Instructions for Electronic Voting:

1. General Instruction on e-voting:

- a) In compliance with provisions of Section 108 and all other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (the "Rules") and Regulation 44 of the SEBI LODR, SS-2, and all other notifications/circulars as may be applicable, the Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to all the Members (as on the Cut Off Date) to enable them to cast their votes electronically in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as e-voting at the AGM venue will be provided by NSDL.
- b) The Notice calling the AGM 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 AGM Notice is also available on the website of NSDL (agency for providing the Remote e-voting facility) i.e., www.evoting.nsdl.com.
- c) Members may cast their vote through remote e-voting facility. Members who would have cast their vote by remote e-voting may attend the Meeting in person but shall not be able to vote at the Meeting. Such a member will not be allowed to change or cast vote again.
- d) The facility of voting through electronic means will also be provided at the venue of the AGM. Members attending the AGM who would have not already cast their vote by remote e-voting shall be able to cast their vote through TAB e-voting.



- e) The Cut Off Date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through TAB e-voting, is Thursday, April 11, 2024. A person who is not a Member as on the Cut Off Date should treat this Notice of AGM for information purpose only.
 - f) Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes members of the Company after the Notice is sent through e-mail and are holding shares as on April 11, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com or the Company/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call at 022 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company after sending of the Notice and are holding shares as on the Cut Off Date i.e., April 11, 2024 may follow steps mentioned in the Notice of the AGM under "Step 1: Access to NSDL e-voting system".
 - g) The Board has appointed Mr. Anjay Kumar Roy, Company Secretary in Practice (holding C.P. No.: 4557) as the Scrutiniser (hereinafter referred to as "the Scrutiniser") to scrutinise the remote e-voting and the voting process at the AGM in a fair and transparent manner.
 - h) In pursuance of Section 113 of the Act and Rules framed thereunder, the institutional/ corporate members, entitled to appoint authorised representatives for the purpose of attending the AGM physically, and to voting through remote e-voting or e-voting at the AGM venue, are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Power of Attorney/ appropriate Authorisation Letter authorising their representative to vote on their behalf, to the Scrutiniser through e-mail at akroyco@yahoo.co.in and anjanroy_2003@yahoo.co.in with the subject line "Vesuvius India Limited – 33rd AGM" with a copy marked to the Company's RTA at ranarc@cbmsl.co and NSDL at evoting@nsdl.com. Such members 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 on www.evoting.nsdl.com.
 - i) 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.
 - j) 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.
 - k) The results once declared along with the Scrutiniser's Report shall be placed on the Company's website www.vesuviusindia.in and on website of NSDL www.evoting.nsdl.com within two working days of conclusion of the AGM and will also be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.
2. **Instructions for Remote e-voting and e-voting at the AGM venue:** The details of the process and manner for voting electronically are mentioned below:
- The remote e-voting period begins on **Sunday, April 14, 2024 at 9.00 a.m.** and ends on **Wednesday, April 17, 2024 at 5.00 p.m.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e., **April 11, 2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **April 11, 2024**.

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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 09, 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 redirected 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. - 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	- 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. - 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 use can visit the e-Voting service providers' website directly. - 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. - 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.
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Type of Shareholders	Login Method
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:

- 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, 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.
- 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***

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - 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.
- How to retrieve your 'initial password'?
 - 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

Notice of 33rd Annual General Meeting (Contd.)

- 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:
- 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.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - 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.
- 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.
 - EVEN for Vesuvius India Limited is 128175.
 - Now you are ready for e-voting as the Voting page opens.
 - 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.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

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:

- 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.
- 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**

Details on Step 2 are mentioned below:

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

- 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.



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.

C. Other Information:

1. The Scrutiniser shall after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and 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 person duly authorised by him in writing, who shall then declare results of the e-voting.

2. The results of the e-voting declared along with Scrutiniser's Report shall be placed on the website of the Company, www.vesuviusindia.in, and on the website of NSDL, www.nsdl.com immediately after declaration of the results. The results shall also be simultaneously communicated to the Stock Exchanges and displayed on the Notice Board of the Company at the registered office of the Company.
3. The resolutions, if passed, shall be deemed to be passed on the date of the Annual General Meeting.

By order of the Board of Directors
Vesuvius India Limited

Place: Kolkata
Date: February 09, 2024

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

Saheb Ali
Company Secretary and
Compliance Officer
Membership No. A33361

Notice of 33rd Annual General Meeting (Contd.)

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (AS AMENDED) READ TOGETHER WITH REGULATION 17(11) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (AS AMENDED)

The following Statement sets out all material facts and recommendation of the Board of Directors of the Company relating to the Special Business set out in item no. 4 to 6 of the accompanying Notice dated February 09, 2024:-

Item No 4: Continuation of Mr. Patrick Georges Felix Andre (DIN: 07619754) as a Non-Executive Non-Independent Director (not liable to retire by rotation) for a further period of five years commencing from April 01, 2024

The Securities and Exchange Board of India (SEBI) has brought in various amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”) in 2023, inter-alia, insertion of Regulation 17(1D), which states that:

“With effect from April 01, 2024, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be.

Provided that the continuation of the director serving on the board of directors of a listed entity as on March 31, 2024, without the approval of the shareholders for the last five years or more shall be subject to the approval of shareholders in the first general meeting to be held after March 31, 2024.”

The Members of the Company may be aware that Mr. Andre was appointed as a director, not liable to retire by rotation, without any definite tenure at the 27th Annual General Meeting of the Company held on April 10, 2018.

Since, Mr. Andre has been serving on the Board of the Company for more than five years without having shareholders’ approval post April 10, 2018, the Nomination and Remuneration Committee and the Board of Director recommend the continuation of Mr. Andre as a director, not liable to retire by rotation, for a further period of five years commencing from April 01, 2024, in order to comply with the amended provisions of the SEBI LODR. Mr. Andre does not hold directorship in any other company in India. However, Mr. Andre is a Director of three foreign companies. He does not hold any shares in the Company. He is not related to any Director or Key Managerial Personnel of the Company or their relatives. A brief profile of Mr. Andre is provided in the Annexure to this Notice for information of the Shareholders.

Accordingly, the Board of Directors recommends for approval of the Members of the Company, the continuation of Mr. Andre as a director, not liable to retire by rotation, for a further period of five years commencing from April 01, 2024.

Except Mr. Andre, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

Item No 5: Approval for payment of remuneration to Non-Executive Directors of the Company

The Members of the Company had previously approved payment of commission not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of the Act, to be distributed amongst the Non-Executive Directors. The Non-Executive Directors of the Company are continuously and significantly contributing to the growth of the Company with their professional expertise, rich and wide experience. Further the responsibilities of the directors have also been increased with various amendments in the Companies Act and the SEBI LODR and other rules and regulations. Further, as per the amendments made in the Schedule V to the Act, if a company has no profits or its profits are inadequate, such company may pay remuneration to non-executive directors also within the limits as set out in the said Schedule.

Therefore, the Board of Directors proposes that the commission paid or proposed to be paid to the Non-Executive Directors of the Company, in any financial year, should not exceed 1% of the net profits of the Company, in aggregate, plus applicable taxes and in case of no profits or its profits are inadequate in any financial year, the non-executive directors be paid remuneration for such financial year in compliance with the requirements of Schedule V to the Act.

Mr. Biswadip Gupta, an Independent Director and his relatives hold 3749 and 6464 Equity Shares, respectively, in the Equity Share Capital of the Company. Other Independent



Directors and their relatives do not hold any share in the Equity Share of the Company. All the Independent Directors are deemed to be interest or concerned in the resolution as set out at Item No. 5 of the Notice.

Save as above, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No 6: Ratification of remuneration of Cost Auditors

The Board of Directors on the recommendation of the Audit Committee, at their meeting held on February 09, 2024 has appointed M/s Jithendra & Company, Cost Accountants (Membership no. 36220), of Visakhapatnam (Firm registration no. 103347) as Cost Auditors of the Company for the financial year ending on December 31, 2024. The remuneration of the Cost Auditors has been fixed at ₹ 1,20,000/- plus GST, if applicable, and reimbursement of out of pocket expenses at actuals.

Section 148 of the Act 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 appended resolution,

as set out in Item No. 6 of the Notice, is being proposed to be passed by the Members of the Company.

The consent letter of M/s Jithendra & Company, Cost Accountants, will be available for inspection of Members at the Registered Office of the Company between 12.00 p.m. and 2.00 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 for ratification of remuneration to be paid to the Cost Auditor of the Company for financial year ending on December 31, 2024.

None of Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of the accompanying Notice.

By order of the Board of Directors
Vesuvius India Limited

Place: Kolkata
Date: February 09, 2024

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

Saheb Ali
Company Secretary and
Compliance Officer
Membership No. A33361

Notice of 33rd Annual General Meeting (Contd.)

Annexure to the Notice

As per the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, a statement containing the requisite details of the concerned Director is given below:

Name	Mr. Pascal Herve Martin Marie Genest (aged: 58 years)	Mr. Patrick Georges Felix Andre (aged: 58 years)
DIN	09473571	07619754
Profile	Mr. Pascal Genest was appointed as President-Flow Control, of Vesuvius plc., the ultimate holding company, in January 2021 and became a member of the Vesuvius Group Executive Committee. Mr Genest's experience spans across various international leadership roles in different sectors, including more than 17 years' experience in the steel industry, mainly with Arcelor Mittal and, most recently, with GFG Alliance where he held the position of CEO Liberty Ostrva in Czech Republic, and earlier CEO of SULB in Bahrain. Mr. Genest is a French citizen.	Mr. Patrick André was appointed Chief Executive of Vesuvius plc. on September 01, 2017. He joined the Group as President of the Flow Control Business Unit in February 2016. Prior to joining Vesuvius, he had a long career serving the steel industry, most recently with L'hoist Company; the world leader in lime production, where he held the positions of Executive Vice President Strategic Growth, CEO Europe and CEO for Asia, CIS and Africa. Prior to this, he worked at the ERAMET Group, a global manufacturer of nickel and special alloys, where he was CEO of the Nickel division then CEO of the Manganese division. Mr. Andre is a French citizen.
Qualification	M. Sc. in Civil Engineering and MBA	Engineering
Experience and Expertise in specific functional area	More than 17 years' experience in the steel industry.	Extensive experience in steel industry with international organisations.
Directorships and Membership / Chairmanship of other Boards of the companies in India	NIL	NIL
No. of shares held in the Company	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None

Place: Kolkata
Date: February 09, 2024

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

By order of the Board of Directors
Vesuvius India Limited

Saheb Ali
Company Secretary and Compliance Officer
Membership No. A33361

[illegible]



VESUVIUS INDIA LIMITED

CIN: L26933WB1991PLC052968

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

Tel: +91 33 61090500 Fax: +91 33 24013976

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

Attendance Slip

RegFolio No./DP ID & Client ID

Name and Address of the Shareholder(s)

No. of Shares held

Name of the Member/Proxy attending the meeting

I/We hereby record my/our presence at the 33rd Annual General Meeting of the Company held on Thursday, April 18, 2024, at 10:00 A.M. (IST), at G. D. Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019 and at any adjournment thereof.

Signature of the Shareholder(s)

Signature of Proxy

Notes:

- Members/Proxy Holders are requested to bring this slip with them when they come to the Meeting and hand it over at the entrance of the Meeting Hall. The Proxy Holder shall prove his/her identity at the time of attending the meeting. Proxies are requested to carry a photo identity to the AGM Hall.
- Shareholder/Proxy Holder is requested to bring their copies of the Annual Report and Accounts with them to the Meeting.
- The Company is providing e-voting facility for the Resolutions contained in the Notice convening the 33rd Annual General Meeting. The procedure for e-voting has been mentioned in the said Notice. Your User ID and Password for e-voting purposes are given below:

EVEN (E-voting Event Number)	USER ID	PASSWORD
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- Remote e-voting facility is available during the following voting period:

Commencement of remote e-voting	End of Remote e-voting
April 14, 2024 from 9.00 a.m.	April 17, 2024 till 5.00 p.m.

- e-voting facility will be provided at the AGM venue to eligible Members who have not cast their votes through remote e-voting and who attend the AGM.



VESUVIUS INDIA LIMITED

CIN: L26933WB1991PLC052968

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

Tel: +91 33 61090500 Fax: +91 33 24013976

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

Proxy Form [Mgt-11]

Name of the Member(s)
Registered address
E-mail Id:
Folio No./DP ID & Client ID

I/We, being the Member(s) of shares of the above named Company hereby appoint

Name	:	
Address	:	
E-mail Id:	:	
Signature	:	or failing him
Name	:	
Address	:	
E-mail Id:	:	
Signature	:	or failing him
Name	:	
Address	:	
E-mail Id:	:	
Signature	:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, April 18, 2024, at 10:00 A.M. (IST), at G. D. Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no. and description	Optional (✓)	
	For	Against
Ordinary Business – Ordinary Resolution		
1 Adoption of Audited Financial Statements for the year ended on 31.12.2023		
2 Declaration of Dividend for the year ended on 31.12.2023		
3 Re-appointment of Mr. Pascal Genest (DIN: 09473571) as a Director of the Company, who retires by rotation and being eligible, offers himself for reappointment.		
Special Business – Ordinary Resolution		
4 Approval for continuation of Mr. Patrick Andre (DIN: 07619754) as a Director (not liable to retire by rotation) for a further period of five years commencing from April 01, 2024		
5 Approval for payment of remuneration to Non-Executive Directors		
6 Ratification of remuneration of Cost Auditors M/s Jithendra Kumar & Co, Cost Accountants, for the financial year ending December 31, 2024		

Signed this day of 2024

Signature of Shareholder(s)

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.