

VESUVIUS INDIA LIMITED

Registered Office: P-104 Taratala Road, Kolkata 700 088
CIN No.: L26933WB1991PLC052968
Phone: (033) 30410600, Fax: (033) 2401 3976
Email: vesuviusindia@vesuvius.com, Website: www.vesuviusindia.com

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting ("AGM") of the Members of Vesuvius India Limited will be held on Friday, May 12, 2017 at G D Birla Sabhaghar, 29, Ashutosh Chowdhury Avenue, Kolkata 700019 at 10.30 A.M. to transact the following Ordinary and Special Business through electronic voting means ("e-Voting") provided by National Securities Depository Limited ("NSDL") during the electronic voting period and by ballot paper at the AGM venue as detailed in the Notice dated February 27, 2017 convening the AGM:

ORDINARY BUSINESS

1. To Adopt the Audited Financial Statements relating to the year ended December 31, 2016 and Auditors Report and Directors Report thereon
2. To Declare dividend
3. To Re-appoint Mr. Subrata Roy (DIN No. 07046994) as Director, who retires by rotation
4. To Appoint of M/s Price Waterhouse Chartered Accountants LLP as Auditors of the Company

SPECIAL BUSINESS

5. To approve payment of commission to Non-executive Directors for next five years

Notice of the AGM along with the Annual Report for the year ended on December 31, 2016 has been sent to each Member of the Company, whose name appears on the Register of Members maintained by the Company and in the Register of Beneficial Owners maintained by Depositories as on March 24, 2017, by email to Members whose email-ID is registered with the Company or the Depository Participants and physical copies have been sent by permitted mode to the remaining Members and to those who have requested for physical copies. The Notice and Annual Report are available on the Company's website www.vesuviusindia.com and also in NSDL's website www.evoting.nsdl.com and will also be available for inspection at the Registered Office of the Company between 10.30 a.m. and 4.00 p.m. on all working days upto the date of AGM.

Notice is also hereby given pursuant to 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 **May 5, 2017** to determine those Members who will be entitled to receive dividend which will be declared at the AGM.

Electronic voting ("e-Voting") facility to Members as on the **CUT OFF DATE**, has been provided through National Securities Depository Limited's e-Voting platform. Voting at AGM venue will be by ballot paper. Mr Anjan Kumar Roy of M/s Anjan Kumar Roy & Co, Practising Company Secretaries, has been appointed Scrutiniser for this Voting process both through remote e-Voting and voting at AGM venue.

Members may note the following:

Date of completion of despatch of Notice of AGM and Annual Report	April 1, 2017
CUT OFF DATE for determining the eligibility of Members to vote on the resolutions detailed in the Notice convening the AGM	May 5, 2017
Remote e-Voting Period:	
Date and time for commencement of remote e-Voting	May 9, 2017 From 9.00 a.m.
Date and time for end of remote e-Voting	May 11, 2017 At 5.00 p.m.
Date and time when remote e-Voting shall not be allowed i.e. remote e-Voting will be blocked	May 11, 2017 After 5.00 p.m.

Only Members holding shares in both physical and dematerialised form, as on **CUT OFF DATE** are eligible to vote through remote e-Voting as well as voting through ballot process at AGM venue. Eligible Members who have not cast their votes through remote e-Voting and who are present at the AGM venue can cast their vote at AGM venue. Eligible Members who have already cast their vote through remote e-Voting may attend and participate in the AGM but will not be permitted to cast their vote again at the AGM venue.

Persons who have acquired shares after the despatch of Notice of AGM and become Members of the Company as on the **CUT OFF DATE**, may obtain the login ID and password by sending a request to NSDL by email at evoting@nsdl.co.in or to the Company's Registrars & Share Transfer Agents by sending email at ranarc@cbmsl.co. However, Members already registered with NSDL for remote e-Voting can use their existing user ID and passwords for casting their votes electronically. For any queries or grievances or if password is forgotten, Members may contact Mr Rajiv Ranjan, Manager of NSDL (Address: National Securities Depository Limited, Trade World 4th floor, "A" Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013 and Email ID: rajivr@nsdl.co.in Phone No: (022) 24994738) or contact NSDL at the toll free Telephone no. 1800-222-990 or refer to Frequently Asked Questions (FAQ) available at the downloads section of NSDL's website www.evoting.nsdl.com or can reset their password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact Mr Rana Roy Choudhury, Manager of our Registrars & Share Transfer Agents at the address/phone/email mentioned below.

Entry to the AGM venue will be regulated by Attendance Slips. Members who have received Attendance Slips by electronic mode are requested to print the Attendance Slip. To attend the AGM, duly filled and signed Attendance Slips should be submitted at the registration counters at the AGM venue. Please note that duplicate Attendance Slips will not be issued at the AGM venue.

Proxy: A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of self and such proxy need not be a Member of the Company. Proxies, in order to be effective, must be completely filled in with date, signature, properly stamped and the stamp properly cancelled and must be received by the Company at the registered office not later than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder. The Proxy-holder shall prove his identity at the time of attending the meeting and is requested to carry a photo-identification to the AGM venue.

Members who have not yet intimated their complete bank account details, are advised to immediately send details of their Bank Account number, name of Bank, name of Bank's Branch, IFSC Code and MICR number along with a cancelled original cheque or a xerox copy of the cheque to their Depository Participants in case of shares held in dematerialised form and in case of physical holding to the Registrars & Share Transfer Agents M/s C B Management Services (P) Ltd, P-22 Bondel Road, Kolkata 700 019 (Phone: 40116700, Email: rita@cbmsl.com) to enable electronic payment of dividend as per regulation 12 of SEBI-LODR. Members holding shares in physical mode are requested to inform change of address to the Registrars & Share Transfer Agents. Members are also requested to update and/or register their Email ID to facilitate electronic communication.

Registered Office:
P-104 Taratala Road
Kolkata 700 088
April 3, 2017

By Order of the Board of Directors
Vesuvius India Limited
Taposh Roy
Company Secretary

CERTIFIED TRUE COPY
For VESUVIUS INDIA LTD.

(Taposh Roy)
Company Secretary

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(Taposh Roy)
Company Secretary