ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

To,

Date: 05/05/2016

The Chairman
Vesuvius India Limited
P-104, Taratala Road,
Kolkata – 700 088

Sub: Scrutinizer's Report on the Electronic Voting for and in respect of the 25th Annual General Meeting of the members of M/s. Vesuvius India Limited to be held on 4th of May, 2016.

Dear Sir,

(A) I have been appointed as the Scrutinizer by **M/s. Vesuvius India Limited ("the company", here in after),** vide a resolution passed by the Board of Directors of the company, on the 26th Day of February, 2016 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to carry out the scrutiny of the electronic voting **("e-Voting", here in after)**, for and in respect of the 6 resolutions as mentioned herein below and as mentioned in the Notice of the 25th Annual General Meeting of the company held on 4th May, 2016 (**said "AGM" here in after**), as intimated to me vide the letter dated 26th Day of February, 2016 of the Company Secretary of the company.

(B) Pursuant to the provisions of section 108 of the Companies Act, 2013, read with the relevant rules thereof and read with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I have conducted the scrutiny of the aforesaid e-Voting process in respect of the aforesaid resolutions no. 1 to 6 and in respect of the said "AGM" of the company. **I submit my report hereunder:**

i. As per the information and documents provided to me, by the officers of the company, the company has completed the dispatch of the relevant notice dated 26/02/2016, along with statement setting out material facts under section 102 of the Companies Act 2013, convening the said AGM, to the members of the company by E-mail on 31st Day of March, 2016 and by registered post, registered air mail and speed post on 31st Day of March, 2016. Further, I have been informed by the officers of the company and have personally verified that the relevant notice of the aforesaid AGM has been placed on the website of the company.

ii. The relevant notice of the said AGM, as above, mentioned, *inter alia*, that the business shall be transacted through remote e-Voting as well as e-Voting at the venue of AGM. The Notice also mentioned that members who have not participated in remote e-Voting would be entitled to

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participate in e-Voting at the venue of the said AGM. The notice further mentioned that the system for remote e-Voting and e-Voting at the venue of the AGM would be provided by the company.

iii. The relevant notice of the said AGM, as advertised, indicated the time period for the said remote e-Voting.

iv. I have been shown by the officers of the company, the relevant advertisement of the said notice, in **"Business Standard"** and in **"Sanbad Pratidin"** published on Tuesday, the 5th Day of April, 2016 containing the following information:

- **a.** Statement that the business may be transacted by e-Voting.
- **b.** The date of completion of sending of notices.
- **c.** The date and time of commencement of remote voting through electronic means.
- **d.** The date and time of end of remote voting through electronic means.
- **e.** The statement that voting shall not be allowed beyond the said date and time mentioned in (d.) above.
- **f.** Website address of the company, where notice of the aforesaid Annual General Meeting was displayed.
- **g.** Contact details of the persons responsible to address the grievances/queries connected with the e-Voting.

v. That to the best of my understanding, the Remote e-Voting for the aforesaid resolutions were open for 4 days i.e., from 9:00 A.M. on 30th of April, 2016 to 5:00 P.M. on 3rd of May, 2016.

vi. That to the best of my understanding, the portal i.e., www.evoting.nsdl.com, where remote e-Voting system was provided, was blocked at 5.00 P.M. on 3rd of May, 2016.

vii. That the company, through NSDL, provided Tab based e-Voting at the venue of the AGM to such members who had not participated in the remote e-Voting. The tab based e-Voting was closed after approximately 50 minutes of the termination of the AGM and after the last member left the venue.

viii. That the said portal i.e., www.evoting.nsdl.com was unblocked by me on 4th of May, 2016, after the termination of the AGM and after the closure of the e-voting at the venue of the AGM, in the presence of the following persons, as witnesses:

- **a.** Mr. Sourav Kumar Lal Sourav Kumar Lal.
- **b.** Ms. Deepika Bhutra Deepika Bhutra

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who are not in the employment of the company and who have put their signatures alongside their names as above.

ix. The results of the said remote e-Voting as well as of the said e-Voting at the venue of the AGM containing the detail of votes cast, has been provided to me by **M/s. National Securities Depository Limited**, the agency which was appointed by the company to provide and maintain and which provided and maintained the e-Voting platform for the aforesaid remote e-Voting and also for the e-Voting at the venue of the AGM, in respect of the aforesaid 6 resolutions.

x. To the best of my understanding the relevant details of the aforesaid e-Voting process in respect of the aforesaid resolutions have been entered into a register, electronically as per the provisions of Rule 20(3)(xii) of the (Companies Management and Administration) Rules, 2014 read with Section 108 of the Companies Act, 2013, by National Securities Depository Limited and are available as on this day at the website http://www.evoting.nsdl.com.

xi. The cutoff date for determining eligibility to cast vote was on 27/04/2016 and such persons who were the members of the company as on the said cutoff date were entitled to vote on the relevant resolutions.

(C) That the details of voting through electronic means (Remote e-voting and e-voting at the venue), in respect of the said 6 Resolutions, are as hereunder:

Item No. 1

Ordinary Resolution, Ordinary Business:
To Adopt the Audited Financial Statements relating to the year ended December 31, 2015 and Auditors Report and Directors Report thereon.

i. Voted in **favour** of the resolution:

Number of members voted in e-Voting	Number of votes cast (Shares) – e-Voting	% of total number of valid votes cast
165	16615568	99.99

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ii. Voted **against** the resolution:

Number of members voted in e-Voting	Number of votes cast (Shares) – e-Voting	% of total number of valid votes cast
10	10	0.01

iii. **Invalid** Votes:

Number of members voted in e-Voting	Number of votes cast (Shares) – e-Voting	% of total number of valid votes cast
N/A	N/A	N/A

Item No. 2

Ordinary Resolution, Ordinary Business:
To Declare dividend.

i. Voted in **favour** of the resolution:

Number of members voted in e-Voting	Number of votes cast (Shares) – e-Voting	% of total number of valid votes cast
166	16615569	99.99

ii. Voted **against** the resolution:

Number of members voted in e-Voting	Number of votes cast (Shares) – e-Voting	% of total number of valid votes cast
9	9	0.01

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iii. **Invalid** Votes:

Number of members voted in e-Voting	Number of votes cast (Shares) – e-Voting	% of total number of valid votes cast
N/A	N/A	N/A

Item No. 3

Ordinary Resolution, Ordinary Business:
To Re-appoint Mr. Subrata Roy (DIN : 07046994), as Director.

i. Voted in **favour** of the resolution:

Number of members voted in e-Voting	Number of votes cast (Shares) – e-Voting	% of total number of valid votes cast
173	16615476	99.99

ii. Voted **against** the resolution:

Number of members voted in e-Voting	Number of votes cast (Shares) – e-Voting	% of total number of valid votes cast
2	102	0.01

iii. **Invalid** Votes:

Number of members voted in e-Voting	Number of votes cast (Shares) – e-Voting	% of total number of valid votes cast
N/A	N/A	N/A

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Item No. 4

Ordinary Resolution, Ordinary Business:
To ratify appointment of M/s B S R & Co. LLP as Auditors of the company and to fix their remuneration.

i. Voted in **favour** of the resolution:

Number of members voted in e-Voting	Number of votes cast (Shares) – e-Voting	% of total number of valid votes cast
171	16615474	99.99

ii. Voted **against** the resolution:

Number of members voted in e-Voting	Number of votes cast (Shares) – e-Voting	% of total number of valid votes cast
3	103	0.01

iii. **Invalid** Votes:

Number of members voted in e-Voting	Number of votes cast (Shares) – e-Voting	% of total number of valid votes cast
N/A	N/A	N/A

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Item No. 5

Ordinary Resolution, Special Business:
To Appoint Mr. Tanmay Kumar Ganguly (DIN : 01272338), as Director.

i. Voted in **favour** of the resolution:

Number of members voted in e-Voting	Number of votes cast (Shares) – e-Voting	% of total number of valid votes cast
169	16605007	99.93

ii. Voted **against** the resolution:

Number of members voted in e-Voting	Number of votes cast (Shares) – e-Voting	% of total number of valid votes cast
5	10570	0.07

iii. **Invalid** Votes:

Number of members voted in e-Voting	Number of votes cast (Shares) – e-Voting	% of total number of valid votes cast
N/A	N/A	N/A

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Item No. 6

Ordinary Resolution, Special Business:
To Appoint Mr. Christopher David Abbott (DIN : 07276608), as Director.

i. Voted in **favour** of the resolution:

Number of members voted in e-Voting	Number of votes cast (Shares) – e-Voting	% of total number of valid votes cast
171	16615473	99.99

ii. Voted **against** the resolution:

Number of members voted in e-Voting	Number of votes cast (Shares) – e-Voting	% of total number of valid votes cast
3	104	0.01

iii. **Invalid** Votes:

Number of members voted in e-Voting	Number of votes cast (Shares) – e-Voting	% of total number of valid votes cast
N/A	N/A	N/A

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(D) A comprehensive chart showing the details of votes cast through e-Voting is attached with this report as **Annexure A.**

(E) The Register, all other papers and relevant records relating to e-Voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and the same will be handed over to the Company Secretary for safe keeping.

FOR, **ANJAN KUMAR ROY & CO.**
Company Secretaries

ANJAN KUMAR ROY
FCS 5684
CP 4557

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Scrutinizer for and in respect of the e-Voting process
of M/s. Vesuvius India Limited related to their
25th AGM held on 04/05/2016

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"Annexure A"

M/s. Vesuvius India Limited

Annual General Meeting to be held on 04/05/2016

E-Voting Period 30/04/2016 to 03/05/2016

Consolidated and Comprehensive results of e-Voting (Remote and voting at the venue of AGM)

Resolution No.	No. of Voters	No. of Shares /votes exercised	No. of Shares/votes exercised in favour	No. of Shares/ Votes exercised in against	Total % of votes, cast in favour	Total % of votes, cast in against
1	175	16615578	16615568	10	99.99	0.01
2	175	16615578	16615569	9	99.99	0.01
3	175	16615578	16615476	102	99.99	0.01
4	174	16615577	16615474	103	99.99	0.01
5	174	16615577	16605007	10570	99.93	0.07
6	174	16615577	16615473	104	99.99	0.01

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