

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

To,

Date: 12/05/2017

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

Sub: Scrutinizer's Report on the "Remote E – Voting" and "Voting through Ballot at the venue" for and in respect of the 26th Annual General Meeting of the members of M/s. Vesuvius India Limited held on Friday, 12th of May, 2017.

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 27th Day of February, 2017 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 "Remote E – Voting" and "Voting through Ballot at the venue", for and in respect of the 5 resolutions as mentioned herein below and as mentioned in the Notice of the 26th Annual General Meeting of the company held on 12th May, 2017 (said "AGM" here in after), as intimated to me vide the letter dated 27th Day of February, 2017 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 "Remote E – Voting" and "Voting through Ballot at the venue", in respect of the following resolutions no. 1 to 5 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 27/02/2017, 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, 2017 and by speed post on 31st Day of March, 2017. 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 voting by ballot 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 Voting by ballot at the venue of the said AGM. The notice further mentioned that the system for remote e-Voting and voting by ballot 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 Wednesday, the 5th Day of April, 2017 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 3 days i.e., from 9:00 A.M. on 9th of May, 2017 to 5:00 P.M. on 11th of May, 2017.
- 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 11th of May, 2017.
- vii. That the company provided a facility for casting the vote by physical ballot at the venue of the said AGM for voting to such members who had not participated in the remote e-Voting. The voting by physical ballot was closed after approximately 30 minutes of the termination of the AGM and after the last member left the venue.

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viii. That the said Remote E - voting at portal www.evoting.nsdl.com was unblocked by me at 2 P.M. on 12th Day of May, 2017, that is after the voting by physical ballots were completed and counted. The said Remote E - voting was unblocked by me in the presence of the following persons;

a. Mr. Sourav Kumar Lal

Sourav Kumar Lal

b. Ms. Sukhjit Kaur

Sukhjit Kaur

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 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, in respect of the following 5 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 cut-off date for determining eligibility to cast vote was on 05/05/2017 and such persons who were the members of the company as on the said cut-off date were entitled to vote on the relevant resolutions.

(C) That the details of "Remote E – Voting" and "Voting through Ballot at the venue", in respect of the said 5 Resolutions, are as hereunder:

Item No. 1

Ordinary Resolution, Ordinary Business:

To receive, consider and adopt the Audited Financial Statements of Vesuvius India Limited for the year ended on December 31, 2016, and the Reports of the Directors and Auditors thereon and to pass the following resolution as an Ordinary Resolution:



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

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	53	16102781	99.9999
Through Ballot	61	1930	0.0119
Total	114	16104711	99.9999

ii. Voted **against** the resolution:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	0	0	0
Through Ballot	6	6	0.0000
Total	6	6	0.0000

iii. **Invalid** Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting			
Through Ballot	24	240	0.0014
Total	24	240	0.0014

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Item No. 2

Ordinary Resolution, Ordinary Business:

To declare dividend for the year ended on December 31, 2016.

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

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	53	16102781	99.9992
Through Ballot	60	1831	0.0113
Total	113	16104612	99.9992

ii. Voted **against** the resolution:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	0	0	
Through Ballot	7	105	0.0006
Total	7	105	0.0006

iii. Invalid Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting			
Through Ballot	24	240	0.0014
Total	24	240	0.0014

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Item No. 3

Ordinary Resolution, Ordinary Business:

To re-appoint Mr. Subrata Roy (DIN : 07046994), as a Director of the Company, who retires by rotation and being eligible, offers himself for reappointment.

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

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	50	16102559	99.9991
Through Ballot	66	1935	0.0120
Total	116	16104494	99.9991

ii. Voted **against** the resolution:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	2	129	0.0008
Through Ballot	1	1	0.0000
Total	3	130	0.0008

iii. **Invalid** Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting			
Through Ballot	24	240	0.0014
Total	24	240	0.0014

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Item No. 4

Ordinary Resolution, Ordinary Business:

To appoint Auditors of the Company and to fix their remuneration.

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

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	52	16102728	99.9998
Through Ballot	65	1930	0.0119
Total	117	16104658	99.9998

ii. Voted **against** the resolution:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	1	10	0.0000
Through Ballot	2	6	0.0000
Total	3	16	0.0000



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iii. Invalid Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting			
Through Ballot	24	240	0.0014
Total	24	240	0.0014

Item No. 5

Ordinary Resolution, Special Business:

To continue payment of Commission to Directors.

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

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	50	16102599	99.9989
Through Ballot	58	1909	0.0118
Total	108	16104508	99.9989



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ii. Voted **against** the resolution:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	3	139	0.0008
Through Ballot	9	26	0.0000
Total	12	165	0.0010

iii. **Invalid** Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting			
Through Ballot	24	240	0.0014
Total	24	240	0.0014



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(D) The Register, all other papers and relevant records relating to e-Voting and voting by ballot shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting 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

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Scrutinizer for and in respect of the E Voting process

At the 26th Annual General Meeting of M/s Vesuvius

India Limited held on 12/05/2017