

ANJAN KUMAR ROY & CO

COMPANY SECRETARIES

A Peer Reviewed Firm

Pursuant to the Guidelines issued by the Institute of Company Secretaries of India

UDIN: F005684C000173027

To,
The Chairman
M/s. Vesuvius India Limited
P-104 Taratala Road
Kolkata 700 088

Date: 27th April, 2021

Sub: Scrutinizer's Report on the "Remote Electronic Voting" and "Electronic Voting during the Annual General Meeting", in respect of the resolutions passed in the 30th Annual General Meeting of M/s. Vesuvius India Limited (CIN No: L26933WB1991PLC052968), held on 27th April, 2021 through Video Conference / Other Audio-Visual Means.

Dear Sir,

(A) I have been appointed, vide a resolution passed by the Board of Directors of **M/s. Vesuvius India Limited** (here in after to be referred as "**the Company**") at their meeting held on 25th February, 2021, as the Scrutinizer, pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, for the 30th Annual General Meeting of the Company (here in after to be referred as "**AGM**") held on 27th April, 2021, to carry out the scrutiny of the votes cast by the members through "Remote Electronic Voting" (here in after to be referred as "**Remote E – Voting**") and "Electronic Voting during the Annual General Meeting" (here in after to be referred as "**E – Voting at the AGM**") in respect of the 5 resolutions, as mentioned below in paragraph (C) of this report and as also contained in the Notice of the said AGM.

(B) The aforesaid AGM has been held through Video Conference / Other Audio-Visual Means, without the physical presence of members, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standards on General Meetings (SS-2) issued by the Institute Of Company Secretaries of India in terms of Section 118 of the Companies Act, 2013 and also read with the General Circular Nos. 14/2020, 17/2020, 20/2020 and 2/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021 respectively issued by the Ministry of Corporate Affairs, Government of India and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12th May, 2020 and 15th January, 2021 respectively issued by the Securities and Exchange Board of India. Pursuant to the aforesaid provisions of law read with the aforesaid circulars, I have conducted the scrutiny of the aforesaid "Remote E – Voting" and "E- Voting at the AGM", in respect of the resolutions no. 1 to 5, as mentioned below in paragraph (C) of this report. I submit my report hereunder:

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026. E-mail: akroyco@yahoo.co.in/anjanroy_2003@yahoo.co.in Land Line: 033 2475 0112. Mobile Ph Nos. 9830201949/9831891949.



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- i. As per the information and documents provided to me, by the officers of the Company including through E-mail, the Company has completed by 26th March, 2021 the dispatch of the annual report and the relevant Notice dated 25th February, 2021 along with statement setting out material facts under Section 102 of the Companies Act, 2013, convening the AGM, to the members of the Company.
- ii. The relevant Notice of the said AGM, mentioned *inter alia* that the business would be transacted through Video Conference / Other Audio Visual Means at the said AGM, the necessary facilities being provided by the Company through E - Voting services provided by the National Securities Depository Limited (here in after to be referred as "NSDL")
- iii. I have been shown by the officers of the Company, the advertisements made on 27th March, 2021 in newspapers being "**Business Standard**" (English daily, all editions) and "**Sanbad Pratidin**" (Bengali daily, Kolkata edition) containing, inter alia, the following information:
 - a. Statement that the AGM will be held and business would be conducted through Video Conference / Other Audio Visual Means.
 - b. Statement that the period of Remote E - Voting shall start from 9.00 A.M. on 23rd April, 2021 and shall end at 5.00 P.M. on 26th April, 2021.
 - c. Statement that the CUT OFF date for determining eligibility to cast vote was 20th April, 2021 and such persons who were the shareholders of the Company on the said CUT OFF date were entitled to cast their vote either by Remote E - Voting or E- Voting at the AGM on the relevant resolutions.
 - d. Statement that members who cast their vote by Remote E - Voting may attend the said AGM through Video Conference or Other Audio-Visual Means but shall not be entitled to cast their vote again.
 - e. The statement that Remote E - Voting cannot be done after 5.00 P.M on 26th April, 2021.
 - f. Statement that facility to cast vote by Remote E-Voting and E-Voting at the AGM has been provided by the Company through the NSDL.
 - g. Website address of the Company and of the NSDL, where Notice of the said AGM was displayed.
 - h. Contact details, in case of grievances/queries in respect of the Remote E - Voting.
- iv. That to the best of my understanding the Remote E - Voting was open from 9.00 A.M. on 23rd April, 2021 to 5.00 P.M. on 26th April, 2021.
- v. That to the best of my understanding the portal i.e., www.evoting.nsdl.com, where Remote E - Voting process was provided, was blocked at 5.00 P.M. on 26th April, 2021.

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- vi. A facility to cast vote by E-voting was provided to those members, who were present in the said AGM through Video Conference or Other Audio-Visual Means and had not cast their vote on the resolutions through Remote E-Voting.
- vii. That the said Remote E - voting at portal www.evoting.nsdl.com was unblocked by me at 2.37 P.M. on 27th April, 2021, that is after the E- Voting at the aforesaid AGM was completed and counted. The said Remote E - voting was unblocked by me in the presence of the following persons;
- a. Gyanendra Nahar: Gyanendra Nahar
- b. Monika Kumari Prasad: Monika Kumari Prasad
- who are not in the employment of the Company and who have put their signatures alongside their names as above.
- viii. The results of Remote E- Voting, containing the detail of votes cast by Remote E - Voting mode and E Voting at the AGM has been downloaded from the aforesaid portal of NSDL, the agency which was appointed by the Company to provide and maintain and which provided and maintained the platform for Remote E - Voting and E - Voting at the AGM.

(C) That the details of voting, through Remote E – Voting and E- Voting at the AGM, in respect of the said 5 resolutions, are as hereunder:

ORDINARY BUSINESS:**Item No. 1-ORDINARY BUSINESS, ORDINARY RESOLUTION:**

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.

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

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	67	15890774	99.9949
E - voting at the AGM	3	704	0.0044
Total	70	15891478	99.9993

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ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	3	110	0.0007
E - voting at the AGM	1	1	-
Total	4	111	0.0007

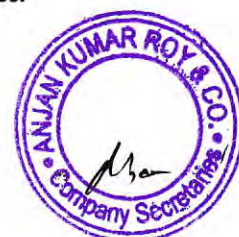
iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)
Remote E- voting	-	-
E - voting at the AGM	-	-
Total	-	-

Item No. 2-ORDINARY BUSINESS, ORDINARY RESOLUTION:**To declare dividend for the year ended on December 31, 2020.**i. Voted in **favour** of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	68	15891649	99.9949
E - voting at the AGM	3	704	0.0044
Total	71	15892353	99.9993

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ii. Voted **against** the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	3	110	0.0007
E - voting at the AGM	1	1	-
Total	4	111	0.0007

iii. **Invalid** Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	-	-
E - voting at the AGM	-	-
Total	-	-

Item No. 3-ORDINARY BUSINESS, ORDINARY RESOLUTION:

To reappoint Mr. Thiago da Costa Avelar (DIN No. 08697241) as a Director of the Company, who retires by rotation.

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

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	63	15877526	99.9060
E - voting at the AGM	4	705	0.0044
Total	67	15878231	99.9104

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ii. Voted **against** the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	8	14233	0.0896
E - voting at the AGM	-	-	-
Total	8	14233	0.0896

iii. **Invalid Votes:**

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	-	-
E - voting at the AGM	-	-
Total	-	-

SPECIAL BUSINESS**Item No. 4-SPECIAL BUSINESS, ORDINARY RESOLUTION:****To appoint Mr. Nitin Jain (DIN No. 07934566) as a Director and Managing Director of the Company.**i. Voted in **favour** of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	68	15891649	99.9949
E - voting at the AGM	4	705	0.0044
Total	72	15892354	99.9993

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ii. Voted **against** the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	3	110	0.0007
E - voting at the AGM	-	-	-
Total	3	110	0.0007

iii. **Invalid** Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)
Remote E- voting	-	-
E - voting at the AGM	-	-
Total	-	-

Item No. 5-SPECIAL BUSINESS, ORDINARY RESOLUTION:**To approve remuneration of Cost Auditors, M/s Gondesi & Co, Cost Accountants, (Firm Registration No. 002027)**i. Voted in **favour** of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	68	15891649	99.9949
E - voting at the AGM	4	705	0.0044
Total	72	15892354	99.9993

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ii. Voted against the resolution:

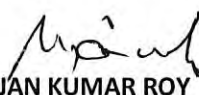
Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	3	110	0.0007
E - voting at the AGM	-	-	-
Total	3	110	0.0007

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)
Remote E- voting	-	-
E - voting at the AGM	-	-
Total	-	-

FOR, ANJAN KUMAR ROY & CO.

Company Secretaries


ANJAN KUMAR ROY

FCS 5684

CP 4557

UDIN: F005684C000173027



Scrutinizer for and in respect of the Remote E – Voting and E- Voting in respect of the 30th AGM held on 27th April, 2021, of M/s. Vesuvius India Limited.

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