

ANJAN KUMAR ROY & CO

COMPANY SECRETARIES

A Peer Reviewed FirmPursuant to the Guidelines issued by the Institute of Company Secretaries of India

UDIN:F005684F000174921

SCRUTINIZER'S REPORTDate: 19th April, 2024

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

Sub: Scrutinizer's Report on the "Remote Electronic Voting" and "Electronic Voting during the Annual General Meeting", in respect of the resolutions contained in the notice of the 33rd Annual General Meeting of Vesuvius India Limited (CIN No: L26933WB1991PLC052968), held on Thursday, April 18, 2024 at 10:00 A.M. (IST) at G.D. Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata- 700019

Dear Sir,

(A) I, Anjan Kumar Roy (FCS: 5684 and C.P. No.: 4557), proprietor of M/s. Anjan Kumar Roy & Co., Company Secretaries, have been appointed, as the Scrutinizer by the Board of Directors of **Vesuvius India Limited** (here in after to be referred as "**the Company**") vide the resolution passed at their meeting held on February 09, 2024, pursuant to the provisions of Section 108 of the Companies Act 2013 ("**the Act**"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("**the SEBI LODR**"), to carry out scrutiny of votes, in a fair and transparent manner, cast by the members of the Company 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 during the AGM**"), in respect of the resolutions set forth in the notice of the 33rd Annual General Meeting of the Company, held on April 18, 2024 (here in after to be referred as "**AGM**").

(B) Pursuant to the provisions of Section 108 of the Act read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI LODR and the requirements of Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, I have conducted scrutiny of the aforesaid "Remote E – Voting" and "E- Voting during the AGM", in respect of the resolutions no. 1 to 6, as mentioned below in paragraph (C) of this report. Accordingly, 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 by March 26, 2024 the dispatch of the Notice of AGM dated February 9, 2024 along with the Annual Report 2023, to the members of the Company, whose e-mail address are registered with the Company/Depositories and physical copies were dispatched to the Shareholders, whose E- mail ID's are not registered and such dispatches were completed by March 25, 2024. Further, the Company had uploaded the Notice of the AGM on the Company's website

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



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and on the websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited, and on the website of Company's Registrar and Transfer Agent (RTA), M/s C B Management Services (P) Limited and on the website of NSDL.

- ii. The Company has engaged National Securities Depository Limited (here in after to be referred as "NSDL") for providing facility for voting through remote e-voting and e-voting at the AGM venue.
- iii. Post dispatch of the Notice and the Annual Report, the requisite advertisement pursuant to the Rules and the MCA Circulars containing all required information was published by the Company on March 28, 2024 in newspapers being "Business Standard" (in English) and "Aajkaal" (in Bengali) containing, inter alia, the following information:
 - a. Statement that the Ordinary and Special Businesses as set out in the notice may be transacted through voting by electronic means.
 - b. Statement that the period of Remote E - Voting shall commence from 9:00 A.M. (IST) on Sunday, April 14, 2024 and end at 5:00 P.M. (IST) on Wednesday, April 17, 2024. Further, the remote e-voting module shall be disabled by NSDL at 5:00 P.M. (IST) on Wednesday, April 17, 2024.
 - c. Statement that the CUT OFF date for determining the eligibility of members to cast vote through remote e-voting and e-voting at the AGM is Thursday, April 11, 2024.
 - d. Statement that members who have cast their vote by Remote E - Voting may also attend the AGM but shall not be entitled to cast their vote again.
 - e. 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.
 - f. Website address of the Company and of the NSDL, where Notice of the said AGM was displayed.
 - g. Contact details, in case of grievances/queries in respect of the Remote E - Voting.
- iv) I have received the relevant Board resolution passed by the Board of Directors of corporate shareholders of the company authorizing person (s) to act and vote pursuant to section 113 of the Companies Act, 2013, on the resolutions mentioned in the Notice of Annual General Meeting dated February 9, 2024.
- v) That the said Remote E - voting at portal www.evoting.nsdl.com was unblocked by me at 02:24 p.m. on April 18, 2024, 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. Mr. Sandip Paul *Sandip Paul*

b. Saurabh Jha *Saurabh Jha*

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C) That the details of voting, through Remote E – Voting and E- Voting at the AGM, in respect of the said 6 resolutions as set out in the Notice, are as under:

ORDINARY BUSINESS:

Item No. 1- ORDINARY BUSINESS, ORDINARY RESOLUTION:

Adoption of 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.

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	142	1,61,28,086	99.9756
E - voting during the AGM	72	3,744	0.0232
Total	214	1,61,31,830	99.9988

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	6	189	0.0012
E - voting during the AGM	-	-	-
Total	6	189	0.0012

iii. Invalid Votes:

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

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Item No. 2-ORDINARY BUSINESS, ORDINARY RESOLUTION:

Declaration of dividend at the rate of Rs. 12.75/- (Rupees Twelve and Seventy Five Paise only) per Equity Share of Rs. 10/- (Rupees Ten) each fully paid-up of the Company for the financial year ended on December 31, 2023.

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	145	1,61,31,079	99.9758
E - voting during the AGM	72	3,744	0.0232
Total	217	1,61,34,823	99.9990

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	4	154	0.0010
E - voting during the AGM	-	-	-
Total	4	154	0.0010

iii. Invalid Votes:

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



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Item No. 3-ORDINARY BUSINESS, ORDINARY RESOLUTION:

Re-appointment of Mr. Pascal Herve Martin Marie Genest (DIN: 09473571), 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	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	102	1,59,04,712	98.5729
E - voting during the AGM	72	3,744	0.0232
Total	174	1,59,08,456	98.5961

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	47	2,26,521	1.4039
E - voting during the AGM	-	-	-
Total	47	2,26,521	1.4039

iii. Invalid Votes:

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



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Item No. 4-SPECIAL BUSINESS, ORDINARY RESOLUTION:

Approval for 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

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	102	1,59,04,712	98.5729
E - voting during the AGM	72	3,744	0.0232
Total	174	1,59,08,456	98.5961

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	47	2,26,521	1.4039
E - voting during the AGM	-	-	-
Total	47	2,26,521	1.4039

iii. Invalid Votes:

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

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Item No. 5-SPECIAL BUSINESS, ORDINARY RESOLUTION:

Approval for 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

iv. 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	98	1,32,24,962	81.9646
E - voting during the AGM	72	3,744	0.0232
Total	170	1,32,28,706	81.9878

v. 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	54	29,06,271	18.0122
E - voting during the AGM	-	-	-
Total	54	29,06,271	18.0122

vi. Invalid Votes:

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



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Item No. 6-SPECIAL BUSINESS, ORDINARY RESOLUTION:

Ratification of the remuneration of Cost Auditors of the Company for the financial year ending on December 31, 2024

vii. 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	145	1,61,31,079	99.9758
E - voting during the AGM	72	3,744	0.0232
Total	217	1,61,34,823	99.9990

viii. 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	4	154	0.0010
E - voting during the AGM	-	-	-
Total	4	154	0.0010

ix. Invalid Votes:

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



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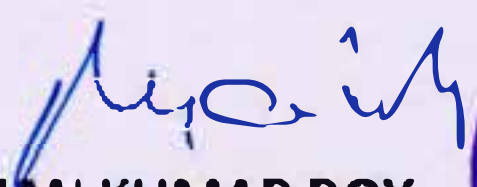
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Based on the aforesaid results, the resolution no.(s) 1 to 6 as contained in the Notice have been passed with the requisite majority.

All the relevant records relating to the remote e-voting and e-voting during the AGM are under my safe custody and will be handed over to the Chairman or the Company Secretary for preserving safely after the minutes of the Meeting are signed.

FOR, ANJAN KUMAR ROY & CO.

Company Secretaries


ANJAN KUMAR ROY

FCS 5684

CP 4557

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Peer Review Certificate No.: 869/2020

Scrutinizer for and in respect of the Remote E – Voting and E- Voting in respect of the 33rd AGM held on April 18, 2024, of Vesuvius India Limited.





