



April 22, 2024

To,
BSE Limited
The Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001

Scrip Code : 520113

Dear Sirs/Madam,

Subject: Explanation for delay in submission of Proceedings / Outcome of the 33rd Annual General Meeting of the Company

This refers to the email dated April 20, 2024 received from BSE Limited and to the intimation dated April 19, 2024 filed by the Company with respect to the Proceedings of the 33rd Annual General Meeting of the Members of the Company held on Thursday, April 18, 2024 at 10:00 A.M. and concluded at 12:43 P.M.

In this regard, we humbly state that the proceedings of the 33rd Annual General meeting was filed as per timeline stipulated under Regulation 30(6) of SEBI (LODR), 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 i.e., within twenty-four hours of the conclusion of the AGM and inadvertently not within the timelines stipulated in the SEBI Circular dated July 13, 2023 i.e., within twelve hours.

The Company will ensure compliance with all the regulations within the stipulated timelines in future and would like to assure the exchange of our best co-operation.

The gist of Proceedings of the 33rd Annual General Meeting as enclosed be considered as compliance with Regulation 30 read with the SEBI circular dated 13th July 2023.

Thanking you,

Yours faithfully,

For **Vesuvius India Limited**



Saheb Ali

Company Secretary & Compliance Officer

Membership No.: A33361

Encl.: As above



**GIST OF THE PROCEEDINGS OF
THE 33RD ANNUAL GENERAL MEETING
OF VESUVIUS INDIA LIMITED HELD ON THURSDAY, APRIL 18, 2024**

The 33rd Annual General Meeting (AGM) of the Members of Vesuvius India Limited (the Company) was duly convened and held on Thursday, April 18, 2024 on and from 10.00 A.M. (IST) at G. D. Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019, to transact the businesses mentioned in the Notice convening the AGM.

Mr. Biswadip Gupta, the Chairman of the Company, welcomed the Members attending the AGM and the requisite quorum being present, declared the 33rd Annual General Meeting to order. Total 346 Members including proxies attended the Meeting as per the records of attendance.

The Chairman introduced the Directors present and informed the Members that Mr. Patrick Andre and Mr. Pascal Genest, Directors of the Company, are not able to attend the meeting due to unavoidable business exigencies.

The Chairman informed that the statutory registers and other relevant documents, as mentioned in the Notice of the AGM, were available for inspection by the Members during the AGM.

The Chairman, himself being the Chairman of the Audit Committee and Stakeholders' Relationship Committee, informed that Mr. Sudipto Sarkar, was also present at the AGM as the Chairman of Nomination and Remuneration Committee. Mr. Rajib Chatterjee, Partner at PWC, the Company's Statutory Auditors and Mr. Anjan Kumar Roy, Practicing Company Secretary, the Company's Secretarial Auditor were also present.

The Chairman talked about the Company achieved exceptional results, marking a significant milestone and highlighted the continuously effort being made by the Company to provide innovative products and services that meet the customer's requirements. The Chairman also talked about the various investments and expansion projects being undertaken by the Company. The Chairman also gave a brief outlook of the Indian Economy and the business prospects of the Company.

The Chairman informed that the Board of Directors of the Company had recommended the Dividend of Rs. 12.75 per share of the face value of Rs 10/-, for the



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year ended December 31, 2023, which would result in dividend outgo of Rs. 25.88 crores. He informed that applicable Income Tax would be deducted from dividend and the Members had already been informed in this regard. Once declared at the AGM, the dividend would be paid electronically directly into the bank accounts of Members.

With the permission of the Chairman, a video message of Mr. Patrick Andre, a Director of the Company and the Chief Executive of Vesuvius plc., the ultimate holding company of the Company, was played.

The Chairman informed that in compliance with the provisions of the Companies Act, 2013 read with the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company extended remote e-voting facility to its Members, to transact the businesses set out in the Notice of the AGM. The said remote e-voting facility was made available through National Securities Depository Limited from April 14, 2024 (9:00 A.M. IST) to April 17, 2024 (5:00 P.M. IST). The voting rights of the Members were computed based on the number of shares held by them as on April 11, 2024 i.e., the cut-off date. The Chairman also informed that Mr. Anjan Kumar Roy, Practicing Company Secretary, was appointed as the Scrutinizer for the purpose of scrutinizing the voting process through remote e-voting and Tab e-voting at the AGM in a fair and transparent manner. He further informed that Members who had not cast their votes through remote e-voting facility and who were present in the meeting would have an opportunity to cast their votes through Tab e-voting system at the AGM.

Thereafter, the Notice convening the 33rd AGM was taken as read with the consent of the Members present. The Chairman mentioned that there were no qualifications, observations or any adverse remarks made by the Auditors in their Report on the Financial Statements of the Company or by the Secretarial Auditor in his Secretarial Audit Report for the financial year ended December 31, 2023. Hence, the Auditors' Report on the Financial Statement and the Secretarial Audit Report were not required to be read at the AGM.

The Chairman thereafter invited the Members to raise any query that they may have. 18 Members raised queries and shared their views on various aspects, which were duly noted and responded to by the Chairman. At the request of the Chairman, some of the queries were responded to by Mr. Nitin Jain, the Managing Director of the Company.



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Thereafter, the Chairman announced that the Tab e-voting would be kept open for 30 minutes from the close of the Meeting, to enable those Members who were attending the AGM but had not cast their votes through remote e-voting, to cast their votes through Tab e-voting on the resolutions mentioned in the Notice of the AGM. The Chairman announced that the voting results along with the Scrutinizer's Report on remote e-voting and Tab e-voting at the AGM would be submitted to the Stock Exchanges within two working days of the conclusion of the meeting, in the prescribed format. Further, the same would also be placed on the Company's website www.vesuviusindia.in and the Notice Board at the registered office of the Company.

The Chairman thanked all the Members for their presence, active involvement and continued support. The Meeting concluded at 12:43 P.M. (IST) with a vote of thanks to the Chair.

Subsequently, based on the Consolidated Scrutinizer's Report dated April 19, 2024, the Chairman declared the following resolutions as duly approved by the Members with requisite majority:

Ordinary Business:

1. 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. **(Ordinary Resolution)**
2. 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. **(Ordinary Resolution)**
3. Re-appointment of Mr. Pascal Herve Martin Marie Genest (DIN: 09473571), as a Director of the Company, liable to retire by rotation. **(Ordinary Resolution)**

Special Business:

4. Approval for continuation of Mr. Patrick Georges Felix Andre (DIN: 07619754) as a Director (not liable to retire by rotation) for a further period of five years commencing from April 1, 2024. **(Ordinary Resolution)**
5. Approval for payment of remuneration to Non-Executive Directors. **(Ordinary Resolution)**



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6. Ratification of remuneration of Cost Auditors M/s. Jithendra Kumar & Co., Cost Accountants, for the financial year ending December 31, 2024. **(Ordinary Resolution)**

This proceedings of the 33rd Annual General Meeting of the Company does not constitute the Minutes of the Meeting which would be filed separately within the prescribed timeline.

For **Vesuvius India Limited**



Saheb Ali

Company Secretary & Compliance Officer

Membership No.: A33361