



December 03, 2025

To,

BSE Limited

The Corporate Relationship Department

Phiroze Jeejeebhoy Towers

Dalal Street,

Mumbai – 400 001

Scrip Code : 520113

National Stock Exchange of India Limited

Listing Department, Exchange Plaza,

5th Floor, Plot No C/1, G Block,

Bandra-Kurla Complex, Bandra (E),

Mumbai – 400 051

Scrip Code : VESUVIUS

Dear Sirs/Madam,

Subject: Minutes of the Special Resolutions passed through Postal Ballot (through remote e-voting process)

In compliance with Regulation 30(6) read with Schedule III Part A, Para A Clause 13 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of the signed Minutes of the Resolutions passed through Postal Ballot (through remote e-voting process) by the Members of Vesuvius India Limited, having its registered office at P-104, Taratala Road, Kolkata – 700088, on Friday, November 7, 2025.

This is for your information and record, please.

Thanking You,

Yours faithfully,

For **Vesuvius India Limited**



Saheb Ali

Company Secretary & Compliance Officer

(Membership No.: A33361)

VESUVIUS INDIA LIMITED

Minutes of the Resolutions passed through Postal Ballot (through remote e-voting process) by the Members of Vesuvius India Limited, having its Registered Office at P-104, Taratala Road, Kolkata – 700088, on Friday, November 7, 2025 (the results thereof were declared on November 10, 2025)

Background

The Board of Directors of the Company at its meeting held on September 23, 2025 had approved the Postal Ballot Notice pursuant to Section 110, read with Section 108 and other applicable provisions of the Companies Act, 2013 (the “Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circulars Nos. 14/2020, No. 17/2020, No. 22/2020, No. 33/2020, No. 39/2020, No. 10/2021, No. 20/2021, No. 03/2022, No. 11/2022, No. 09/2023 and No. 03/2025 dated April 8, 2020; April 13, 2020; June 15, 2020; September 28, 2020; December 31, 2020; June 23, 2021; December 8, 2021; May 5, 2022; December 28, 2022; September 25, 2023 and September 22, 2025, respectively, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), the revised Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for seeking approval from the Members of the Company for:

1. Appointment of Ms. Rashmi Joshi (DIN : 06641898) as an Independent Director of the Company for a period of five consecutive years with effect from September 24, 2025
2. Appointment of Mr. Sridhar Gorthi (DIN : 00035824) as an Independent Director of the Company for a period of five consecutive years with effect from September 24, 2025
3. Appointment of Mr. Biswadip Gupta (DIN : 00048258) as a Non-executive Non-Independent Director of the Company, liable to retire by rotation

The Board had appointed Ms. Amber Ahmad (ICSI Membership No. FCS 9312; COP No. 8581) of M/s. Amber Ahmad & Associates, Company Secretaries, Kolkata, Kolkata, as the Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner. The e-voting facility to Members was provided through National Securities Depository Limited (“NSDL”). The e-voting commenced on Thursday, October 9, 2025, at 9:00 a.m. (IST) and ended on Friday, November 7, 2025, at 5:00 p.m. (IST), and the e-voting module was blocked by NSDL thereafter.

In terms of the MCA Circulars, the Postal Ballot Notice was sent electronically to all the Members who have registered their email addresses with the Company/Depositories/Registrar and Transfer Agent as on the cut-off date of October 3, 2025. A newspaper advertisement as required under the Act was published in the “Business Standard” (English) and “Aajkaal” (Bengali) newspapers on October 8, 2025.

After conclusion of the e-voting on Friday, November 7, 2025, at 5:00 p.m. (IST), the remote e-voting was unblocked by the Scrutinizer for downloading the reports and after due scrutiny

of the remote e-voting, the Scrutinizer submitted his Report on Postal Ballot through the remote e-voting process on November 10, 2025.

On the basis of the Report of the Scrutinizer, Mr. Biswadip Gupta, Chairman of the Board of Directors, declared the results of Postal Ballot and announced that the following Special Resolutions (as set out in Postal Ballot Notice dated September 23, 2025) were duly approved by the Members of the Company with the requisite majority on Friday, November 7, 2025 (i.e., the last date for remote e-voting):

SPECIAL BUSINESS:

Item No. 1: Appointment of Ms. Rashmi Joshi (DIN : 06641898) as an Independent Director of the Company for a period of five consecutive years with effect from September 24, 2025 – Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17, 25 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), the Articles of Association of the Company, the Remuneration Policy of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors, Ms. Rashmi Joshi (DIN : 06641898), who was appointed as an Additional Director of the Company, in Independent category, in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice, in writing, under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from September 24, 2025;

RESOLVED FURTHER THAT the Managing Director and the Company Secretary of the Company, be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid Resolution.”

Summary of Voting Results on the above Resolution:

Particulars	No. of Votes Cast						Percentage of Votes Cast (%)
	E-voting		Postal Ballot Form*		Total		
	No. of Memb-ers	No. of Votes Cast	No. of Memb-ers	No. of Votes Cast	No. of Memb-ers	No. of Votes Cast	
Assent	328	169344718	0	0	328	169344718	99.9984
Dissent	12	2732	0	0	12	2732	00.0016
Total	340	169347450	0	0	340	169347450	100.0000
Abstain/ invalid	0	0	0	0	0	0	

*Not Applicable

Item No 2: Appointment of Mr. Sridhar Gorthi (DIN : 00035824) as an Independent Director of the Company for a period of five consecutive years with effect from September 24, 2025 – Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17, 25 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), the Articles of Association of the Company, the Remuneration Policy of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sridhar Gorthi (DIN : 00035824), who was appointed as an Additional Director of the Company, in Independent category, in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice, in writing, under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from September 24, 2025;

RESOLVED FURTHER THAT the Managing Director and the Company Secretary of the Company, be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid Resolution.”

Summary of Voting Results on the above Resolution:

Particulars	No. of Votes Cast						Percentage of Votes Cast (%)
	E-voting		Postal Ballot Form*		Total		
	No. of Memb-ers	No. of Votes Cast	No. of Memb-ers	No. of Votes Cast	No. of Memb-ers	No. of Votes Cast	
Assent	313	143723388	0	0	313	143723388	84.8699
Dissent	26	25622062	0	0	26	25622062	15.1301
Total	339	169345450	0	0	339	169345450	100.0000
Abstain/invalid	0	0	0	0	0	0	

* Not Applicable

Item No. 3: Appointment of Mr. Biswadip Gupta (DIN : 00048258) as a Non-executive Non-Independent Director of the Company, liable to retire by rotation – Special Resolution:

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17 (1C) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, the

Remuneration Policy of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Biswadip Gupta (DIN : 00048258), aged about 74 years, who was appointed as an Additional Director of the Company, in Non-Executive Non-Independent category, on September 25, 2025, who holds office up to the date of the next Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice, in writing, under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FUTHER THAT pursuant to Regulation 17(1A) of the SEBI LODR, the consent of the Members of the Company, be and is hereby accorded for continuation of Mr. Biswadip Gupta as a Non-Executive Non-Independent Director after he attains the age of 75 (seventy-five) years in the month of December 2025.

RESOLVED FURTHER THAT the Managing Director and the Company Secretary of the Company, be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid Resolution."

Summary of Voting Results on the above Resolution:

Particulars	No. of Votes Cast						Percentage of Votes Cast (%)
	E-voting		Postal Ballot Form*		Total		
	No. of Memb-ers	No. of Votes Cast	No. of Memb-ers	No. of Votes Cast	No. of Memb-ers	No. of Votes Cast	
Assent	309	168407212	0	0	309	168407212	99.4460
Dissent	33	938238	0	0	33	938238	00.5540
Total	342	169345450	0	0	342	169345450	100.0000
Abstain/ invalid	0	0	0	0	0	0	

* Not Applicable

Based on the above results, the Special Resolutions deemed to have been passed with requisite majority on Friday, November 7, 2025 (i.e., the last date for remote e-voting) as per Para 16.6.3 of SS - 2.

Place: Kolkata

Date : December 3, 2025



CHAIRMAN

Entered On 03.12.2025

Sign Sahil Ali