



September 23, 2025

To,

BSE Limited

The Corporate Relationship Department

Phiroze Jeejeebhoy Towers

Dalal Street,

Mumbai – 400 001

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 : 520113**

**Scrip Code : VESUVIUS**

Dear Sirs/Madam,

**Subject: Outcome of the Board Meeting held on September 23, 2025 – Change of Directorate**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”), we wish to inform you that the Board of Directors of the Company at its meeting held today, i.e., September 23, 2025, inter-alia:

**Appointment of Directors:**

1. based on the recommendation of the Nomination and Remuneration Committee, has approved appointment of Ms. Rashmi Joshi (DIN: 06641898), as an Additional Director of the Company under the Independent Category, to hold the office for a term of 5 (five) consecutive years with effect from September 24, 2025, subject to the approval of the Shareholders of the Company.
2. based on the recommendation of the Nomination and Remuneration Committee, has approved appointment of Mr. Sridhar Gorthi as (DIN: 00035824), as an Additional Director of the Company under the Independent Category, to hold the office for a term of 5 (five) consecutive years with effect from September 24, 2025, subject to the approval of the Shareholders of the Company.

The details as required under Regulation 30 of the SEBI LODR read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are enclosed as **Annexure – A**.

**Expiry of second term of existing Independent Directors:**

3. has noted completion of second term of 5 (five) consecutive years of Mr. Biswadip Gupta (DIN: 00048258), as an Independent Director of the Company on September 24, 2025.
4. has noted completion of second term of 5 (five) consecutive years of Ms. Nayantara

Palchoudhuri (DIN: 00581440), as an Independent Director of the Company on September 24, 2025.

The Board of Directors of the Company placed on record its deepest appreciation for the invaluable contributions made by Ms. Nayantara Palchoudhuri during her association with the Company.

The details as required under Regulation 30 of the SEBI LODR read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are enclosed as **Annexure – B**.

#### **Change in the Office of Non-Executive Non-Independent Director**

5. has accepted resignation of Mr. Sudipto Sarkar (DIN: 00048279), who had tendered his resignation from the directorship of the Company with effect from close of business hours on September 23, 2025, due to his personal reasons. Mr. Sarkar confirmed that there was no other material reasons.

The Board of Directors of the Company placed on record its deepest appreciation for the indispensable guidance by Mr. Sudipto Sarkar during his association with the Company.

The details as required under Regulation 30 of the SEBI LODR read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are enclosed as **Annexure – C**. A copy of the resignation letter received from Mr. Sudipto Sarkar is attached as **Annexure – D**.

6. based on the recommendation of Nomination and Remuneration Committee, has approved appointment of Mr. Biswadip Gupta (DIN: 00048258), as an Additional Director of the Company under Non-Executive Non-Independent Category, to hold the office with effect from September 25, 2025 (liable to retire by rotation), subject to the approval of the Shareholders of the Company.

The details as required under Regulation 30 of the SEBI LODR read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are enclosed as **Annexure – E**.

#### **Postal Ballot Notice**

7. Approved Postal Ballot Notice seeking approval of the Shareholders of the Company, by means of Special Resolutions, on the following Special Businesses:
  - a. Appointment of Ms. Rashmi Joshi (DIN: 06641898), as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from September 24, 2025.



- b. Appointment of Mr. Sridhar Gorthi (DIN: 00035824), as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from September 24, 2025.
- c. Appointment of Mr. Biswadip Gupta (DIN : 00048258), as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from September 25, 2025.

Postal Ballot Notice shall be sent to the Shareholders in due course and the same shall be filed with the stock exchanges accordingly.

Further, the said Board Meeting commenced at 16:15 (IST) and concluded at 18:30 (IST).

The Financial Year of our Company ends on December 31, every year.

We request you to take the information on record and disseminate the same on your website.

Thanking you,

Yours faithfully,

For **Vesuvius India Limited**



Saheb Ali

**Company Secretary & Compliance Officer**

(Membership No.: A33361)



## Annexure – A

**Disclosure under Regulation 30 of the SEBI Listing Regulations, 2015 read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024**

Name of the Director	Ms. Rashmi Joshi (DIN: 06641898)	Mr. Sridhar Gorthi (DIN: 00035824)
Reason for change	Appointment of Ms. Rashmi Joshi as an Additional Director under the Independent Category.	Appointment of Mr. Sridhar Gorthi as an Additional Director under the Independent Category.
Date of appointment/ reappointment/ cessation and term of appointment/re-appointment	September 24, 2025, [for a term of 5 (five) consecutive years, subject to approval of Shareholders]	September 24, 2025, [for a term of 5 (five) consecutive years, subject to approval of Shareholders]
Brief Profile (in case of appointment)	<p>Ms. Rashmi Joshi is a Chartered Accountant and Company Secretary with over three decades of a distinguished career in large multinational organizations in India and abroad (Asia-Pacific region, based out of Singapore). She has held country, regional, and global leadership roles and has worked across the FMCG, Consumer Durables, Pharmaceuticals, and Lubricants industries.</p> <p>Ms. Joshi has a progressive history of improving corporate credibility and governance standards by collaborating with leadership and playing a</p>	<p>Mr. Sridhar Gorthi holds a bachelor's degree in law from the National Law School of India University, Bengaluru. Mr. Gorthi is a founding partner of Trilegal and serves on the firm's management committee. His experience spans an array of sectors, including manufacturing, pharmaceuticals, insurance, banking and financial services, technology, telecom and media.</p> <p>Mr. Gorthi has been consistently ranked in Chambers and Partners – Asia Pacific and Global for Corporate / M&amp;A and Private Equity (2014–2025). He was featured in India Business Law</p>



	<p>vital role in risk management. Ms. Joshi served as an Executive Director of Castrol India Limited from 2005 to 2020. She also served on the Board of Thirdware Solutions Ltd as an Independent Director. In addition, Ms. Joshi was a Board member of Godrej Industries Ltd and Castrol Philippines. She has been a strategic Business Leader &amp; Partner and a Trusted Advisor to corporate affairs having successfully partnered to deliver strategy and to create new strategy and vision. She has led the acquisition and divestment of businesses and managed multiple legal entity structures in India.</p>	<p>Journal's A-List 2024 of the top 100 lawyers in India. In 2023, he was recognized as Asian Law Firm Leader of the Year at the Asia Legal Awards. He has also been recognized as 'Highly Regarded' in M&amp;A by IFLR1000 (2019-2024), as a 'Leading Partner' for Corporate M&amp;A by Legal 500 Asia Pacific (2024 and 2025), and as a 'Distinguished Practitioner' for Corporate M&amp;A and Private Equity by Asialaw Profiles (2024).</p>
Disclosure of relationships between Directors (in case of appointment)	None	None
Confirmation regarding non debarment ^	Ms. Rashmi Joshi is not debarred from holding the office of Director by virtue of order of SEBI or any other authority.	Mr. Sridhar Gorthi is not debarred from holding the office of Director by virtue of order of SEBI or any other authority.

*^BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24, both dated June 20, 2018.*



**Annexure – B**

**Disclosure under Regulation 30 of the SEBI Listing Regulations, 2015 read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024**

<b>Name of the Director</b>	<b>Mr. Biswadip Gupta (DIN: 00048258)</b>	<b>Ms. Nayantara Palchoudhuri (DIN: 00581440)</b>
Reason for change	Cessation due to completion of second term of 5 (five) consecutive years as an Independent Director of the Company	Cessation due to completion of second term of 5 (five) consecutive years as an Independent Director of the Company
Date of appointment/ reappointment/ cessation and term of appointment/re- appointment	September 24, 2025	September 24, 2025
Brief profile (in case of appointment)	Not Applicable	Not Applicable
Disclosure of relationships between directors	Not Applicable	Not Applicable



**Annexure - C**

**Disclosure under Regulation 30 of the SEBI Listing Regulations, 2015 read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024**

<b>Name of the Director</b>	<b>Mr. Sudipto Sarkar (DIN: 00048279)</b>
<b>Reason for change</b>	Resignation from the directorship of the Company
<b>Date of appointment/ reappointment/ cessation and term of appointment/re- appointment</b>	Effective from close of business hours on September 23, 2025
<b>Brief profile (in case of appointment)</b>	Not Applicable
<b>Disclosure of relationships between directors</b>	Not Applicable

September 16, 2025

The Board of Directors  
Vesuvius India Limited  
P-104 Taratala Road  
Kolkata - 700088

Dear Madam and Sirs,

**Subject: Resignation as Director of the Company**

I, Sudipto Sarkar, (DIN: 00048279), hereby tender my resignation as Director of Vesuvius India Limited ("Company") with effect from the close of business hours on 23 September 2025. Accordingly, I also resign from all Board committees on which I serve. My resignation is due to personal reasons; there are no other material reasons.

Kindly place this letter before the Board and arrange for the necessary filings and disclosures.

It has been a privilege to serve on the Board and to witness the Company's continued progress. I thank my fellow Directors and the management team for their support, and I wish the Company every success.

Your sincerely,



Sudipto Sarkar  
DIN – 00048279



**Annexure – E**

**Disclosure under Regulation 30 of the SEBI Listing Regulations, 2015 read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024**

Name of the Director	Mr. Biswadip Gupta (DIN: 00048258)
Reason for change	Appointed as an Additional Director under the Non-Executive Non-Independent Category
Date of appointment/ reappointment/ cessation and term of appointment/re-appointment	September 25, 2025 (liable to retire by rotation)
Brief Profile (in case of appointment of director)	<p>Mr. Biswadip Gupta is a BE(Metallurgy) and MBA and has more than 4 decades of rich experience and expertise in the steel and refractory industries coupled with leadership skills in strategic decisions. He is associated with the Vesuvius Group since 1979 and was instrumental in setting up of the Indian operations. Mr. Gupta was one of the first director at the time of incorporation of the Company in September 1991 and served as Managing Director of the Company from February 1992 to April 2007.</p> <p>Mr. Gupta also served as a non-executive Director of the Company from April 2007 and Chairman since July 27, 2013 and later, was appointed as an Independent Director of the Company. Mr. Gupta recently completed his second terms of 5 (five) consecutive years on the Board of the Company as an Independent Director. He also serves on the Board of various listed and unlisted Companies. He was formerly President of Bengal Chamber of Commerce and Industry, Deputy Chairman of the Indian Refractory Makers Association and Chairman of CII (Eastern Region).</p>
Disclosure of relationships between Directors	None
Confirmation regarding non debarment <sup>^</sup>	Mr. Biswadip Gupta is not debarred from holding the office of Director by virtue of order of SEBI or any other authority.

<sup>^</sup>BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24, both dated June 20, 2018.