



Innovation Excellence for Sustainable Growth

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198 NOTICE

Excellence in numbers 2023

FINANCIAL

Rs. 1,603 Crores
Revenues, 19.4% ↑

Rs. 1,194 Crores
Net worth, 19.6% ↑

Rs. 213 Crores
PAT, 82.3% ↑

Rs. 104.92
EPS, 82.3% ↑

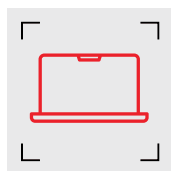
NON-FINANCIAL

1,680 kWp
Solar power capacity

5,316 People
Benefitted from our
CSR projects

Rs. 2.2 Crores
CSR expenditure

YoY ↑



For more details visit:
www.vesuviusindia.in



Innovation excellence for sustainable growth

Innovation has been a critical differentiator at Vesuvius India, driving our competitive edge and sustained growth. Over the years, our commitment to technological advancement has enabled us to pioneer groundbreaking products and align them with our customers' evolving needs and optimise their carbon footprints.

As a subsidiary of the global leader in molten metal flow engineering, Vesuvius plc, we leverage cutting-edge technologies to develop best-in-class solutions for critical industries. Our recent launches, including Supergard Oxygen Barrier Lining and Basilite Quick Start, CalW Stopper (Calibrated Wire Stopper), Ladle

Tube Changer, ATOM, Durasleeve, Basilite Quick Start, 360 Lasers, and Super Matrix demonstrate our innovation excellence.

At the same time, our expansion projects are in sync with India's promising growth story. The Vishakha Industrial Complex, set to become operational in 2024, signifies our vision for future growth and will contribute to India's growing demand for quality products and infrastructure development. Investing in state-of-the-art facilities and technologies, such as the new Al-Si monolithic, basic monolithic and flux plant at Vizag, we are strengthening our capabilities to cater to India's expanding industrial landscape. Additionally, our capacity enhancements in our existing Plants in Kolkata and Vizag showcase our proactive approach to tapping into India's growing opportunities.

We are Vesuvius

Delivering global expertise locally

We manufacture and trade refractory products and control systems for various industrial applications. Our commitment to quality and reliability is bolstered by the robust global parentage of Vesuvius plc, with facilities spanning across India, serving customers in both domestic and international markets.

Business segments

While we serve a wide array of industries, including aluminium, cement, lime, mineral processing, hydrocarbon processing, refineries, and power generation, our primary focus remains on the steel and foundry industries.

Flow control solutions

- We offer refractory products, flow control systems, and process measurement solutions tailored to the steel industry.
- Our integrated solutions combine robotics and mechatronic installations to reduce costs and enhance safety.
- Addressing key challenges such as steel quality maintenance and energy usage reduction during casting processes is our forte.

Advanced refractories

- Our specialised refractory materials cater to the unique requirements of steel-making vessels, withstanding extreme temperatures, corrosion and abrasion.
- Innovative installation technologies, including robotic systems and laser measurement tools, ensure precise refractory wear assessment.

Foundry

- Our product range focuses on enhancing control and monitoring in foundry production processes.
- We provide cutting-edge technologies for expert process management, enabling seamless integration with existing systems.

Products and services

Our comprehensive product range encompasses shaped and unshaped refractories and innovative refractory solutions tailored to the unique needs of diverse industries.

- Shrouds
- Stoppers
- Pre-cast products
- Nozzles
- Crucibles
- Castable
- Taphole clays
- Casting and other refractory-related services



Read more on page 04

We serve a wide range of industries, including



Steel



Cement



Refineries



Hydrocarbon processing



Aluminum



Foundry



Pan-India footprint



Map not to scale.

Product portfolio

Serving diverse industries

Our portfolio offers a range of products and solutions across industries, from refractories to advanced digital measurement technologies. Our products, designed for efficiency and reliability, drive performance in steel, aluminium, and cement industries, and more.

Products



Shrouds

Used in steel-making processes to control molten metal flow and protect the casting mould's integrity.

Stoppers

Employed in foundries to regulate the flow of molten metal during casting operations, ensuring precise control over the pouring process.

Pre-cast products

Used in various industries, such as aluminium and cement, for fabricating pre-cast refractory shapes tailored to specific applications, including furnace linings and crucible supports.

Nozzles

Essential components in the continuous casting of steel, provide precise control over the flow of molten metal from the ladle to the casting mould.

Crucibles

Crucial for melting applications in industries such as aluminium and copper alloys, where they contain and withstand extreme temperatures, ensuring efficient and reliable metal melting processes.

Castables

Applied in various industrial settings, including steel-making and cement production, as a versatile refractory material for forming linings in furnaces, kilns, and other high-temperature environments.

Taphole clays

Used in the iron and steel industry to line the taphole of blast furnaces, providing thermal insulation and preventing leakage of molten metal during tapping operations.



Solutions

We offer casting and refractory-related services to industries such as steel, aluminium, and foundries, including installation, maintenance, and technical support for casting processes and refractory applications, ensuring optimal performance and longevity of equipment and installations.

Flow control refractory solutions

These provide consumable ceramic products, innovative systems, cutting-edge robotics, advanced digital services, and technical assistance to the global steel industry. These solutions are customised to contain, regulate, and monitor molten steel flow in the continuous casting steel manufacturing process.

Advanced refractory solutions

Offer comprehensive value-added solutions comprising specialised refractory materials and advanced installation technologies, including modern mechatronic solutions, computational fluid dynamics capabilities, and laser technology. This results in advanced, efficient products and services for customers.

Digital measurement refractory solutions

These solutions enhance production efficiency and reliability by empowering customers to control and monitor their manufacturing processes. The comprehensive portfolio includes temperature sensors, oxygen, hydrogen, and substance probes, and iron oxide and metal sampling tools for the steel, aluminium, and foundry industries.

Crucible refractory solutions

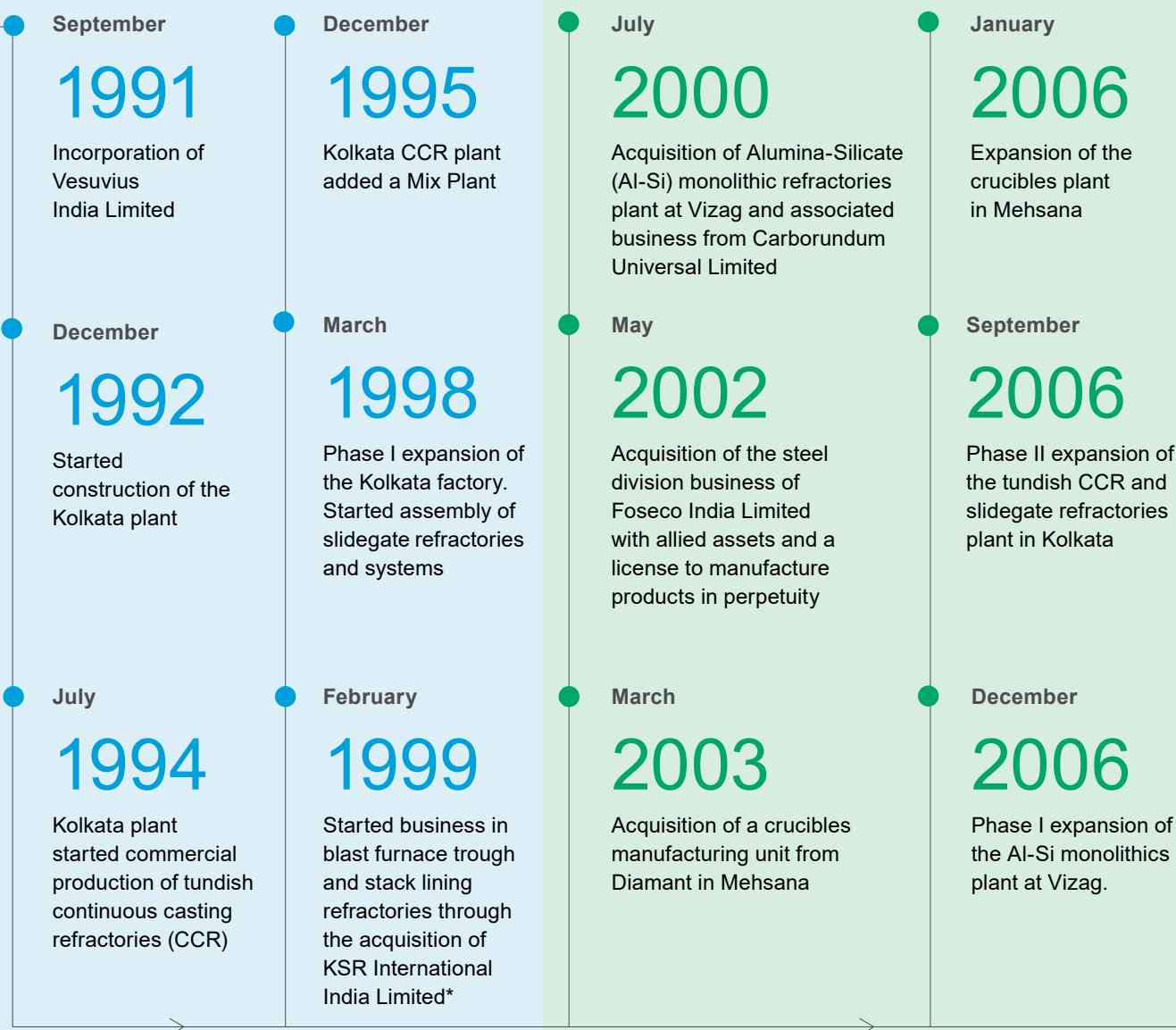
These solutions improve industrial melting applications, offering pitch-bonded silicon carbide crucibles for the aluminium and copper alloy industries and clay graphite products used by railway wheel factories.

Milestones

Three decades of engineering excellence

1990s

2000 to 2010s

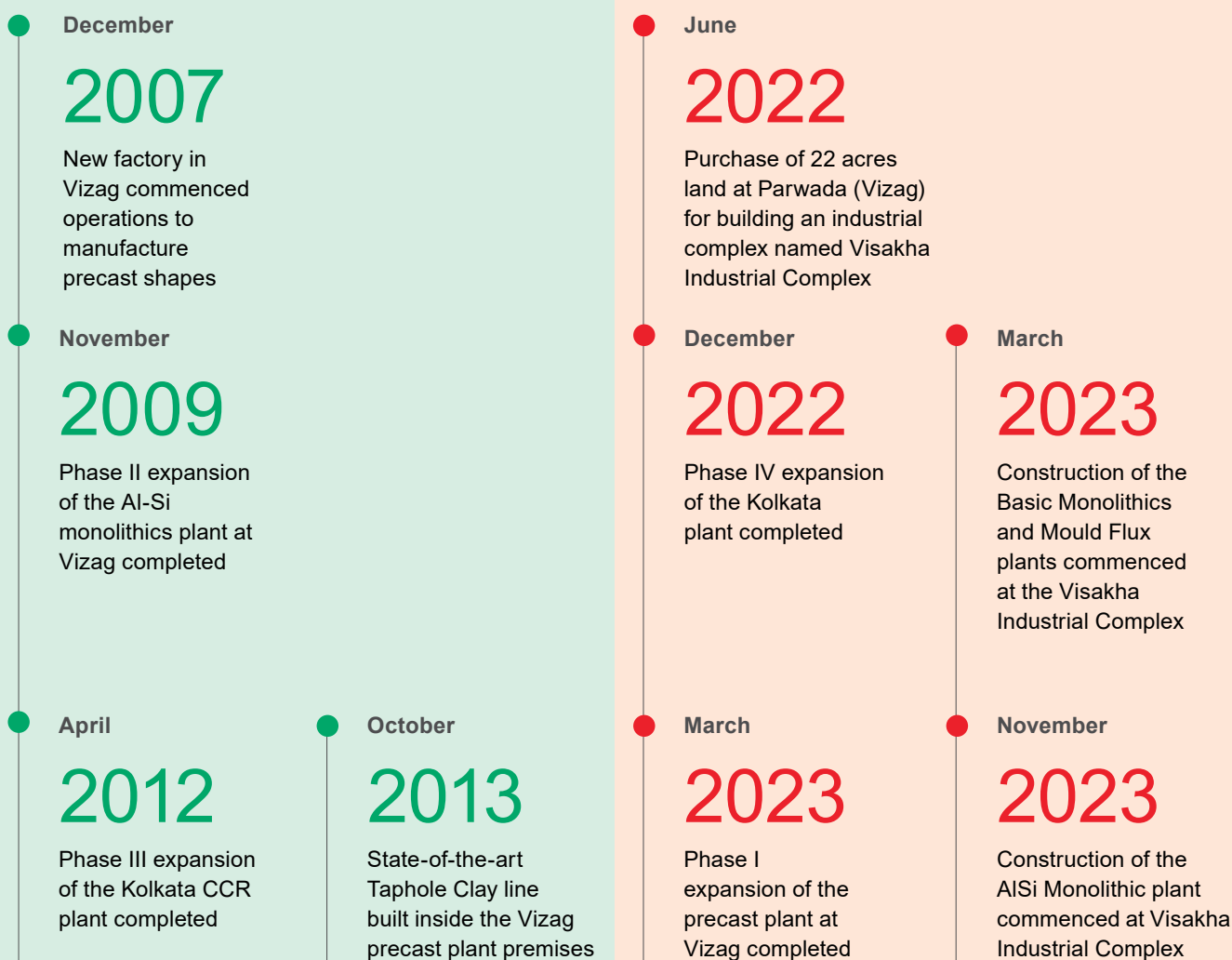


*part of global acquisition of Flogates UK by Cookson Group, the erstwhile holding company.



As we reflect on our milestones, we recognise our commitment to building capabilities, developing innovative products, and expanding capacities to better serve our customers. Moving forward, we will continue to strive for engineering excellence and reaching new heights.

2020s



Our value proposition

Why Vesuvius?

We are committed to advancing the Atma Nirbhar Bharat initiative while ensuring value creation for all our stakeholders. Our primary focus remains on prudent capital allocation and enhancing resource efficiency. Supported by strategic R&D investments from the Vesuvius group, our access to a diverse technology portfolio strengthens our dedication to innovation. With a demonstrated track record of consistent performance, we foster a culture of service excellence among our forward-thinking employees, driving continuous growth and value generation. Upholding stringent governance standards remains imperative to safeguarding shareholder interests.

Seizing opportunities in India's steel sector

The Indian steel sector is poised for significant growth with the commissioning of new capacities in the next five to six years.

~35-40 Million tonnes

New steel capacities to be commissioned, indicating substantial demand for refractories

Factors driving the demand for steel



Urbanisation and construction

Rapid urbanisation and a surge in construction activities across residential, commercial, and industrial sectors fuel the demand for steel for building structures, bridges, roads, and other infrastructure projects.



Automotive and manufacturing

The automotive and manufacturing sectors are significant steel consumers, with increased demand for automobiles, machinery, and consumer durables contributing to the overall demand growth.



Government initiatives

Government policies promoting infrastructure development, such as the National Infrastructure Pipeline (NIP), Make in India, and production-linked incentives (PLI) scheme, are instrumental in driving steel demand.



We are well-positioned to seize the opportunity

Strong parentage

We are proud to be a part of Vesuvius Group, a global leader in molten metal engineering and technology. As a subsidiary of Vesuvius plc, our Company benefits from the Group's proprietary, cutting-edge developments and solutions, enhancing industrial processes' safety, efficiency and sustainability worldwide.



Sizeable client base

We primarily focus on serving the steel and foundry industry, particularly in the continuous steel casting and transfer of molten materials. Our strategic collaborations with key players in the steel sector and as a preferred vendor for major steel plants, reinforces our position as a trusted partner in driving operational excellence and productivity. We cater to businesses beyond steel including aluminium, cement, lime, minerals, hydrocarbons, and power generation.

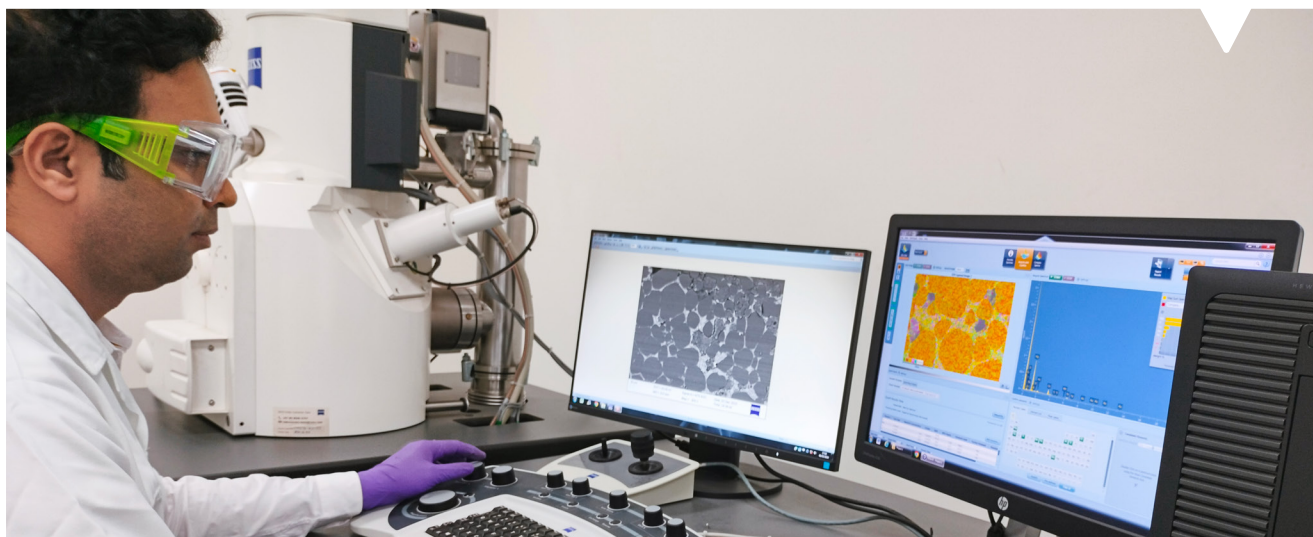
Innovation excellence

Our commitment to innovation is evident in Group's investments in research and development. With R&D spending double that of its peers, we continuously develop cutting-edge solutions to address the evolving needs of our customers. We focus on product development and digital technologies to improve blast furnace operations' safety, reliability, and efficiency.

Through continuous R&D efforts and product enhancements, we remain at the forefront of innovation, offering a

diverse portfolio of high-performance refractory products designed to optimise steel manufacturing processes.

Further, we implementing robotic process automation to enhance safety and efficiency for our customers. Moreover, we are also introducing pioneering solutions like, Surface Layer CDT, facilitating enhanced design flexibility and performance.



Our value proposition

Developing new-generation products

In response to the demanding environment of blast furnaces and the challenges posed by increased production and metal drain rates, the Company is introducing no cement castable for critical areas of Blast Furnace Trough. Our innovative solutions offer improved erosion resistance and prolonged service life, contributing to enhanced operational efficiency in metal runners and tilting systems.

Challenges

The Steel plants have a continuous demand to enhance operational efficiency while ensuring safety and reliability for its blast furnace.

Vesuvius's no cement castable

This innovative material offers superior erosion resistance and longer campaign life in blast furnace applications tailored to meet the specific demands of large blast furnaces.



The moment of pride

Vesuvius India was honoured as 'Innovative Supplier Partner of the Year 2023'

Tata Steel has recognised Vesuvius India Limited as the Most Innovative Supplier Partner of the Year 2023. This acknowledgement underscores our collaborative efforts with Tata Steel across various locations and our commitment to enhancing productivity, safety, and sustainability.

Our innovative solutions, such as the breakout prevention system for Blast Furnace runner systems, the Semi-Terrace port SEN for slab caster at Tata Steel Meramandali, and the development of metallic reusable packaging for caster refractories, have delivered tangible value to Tata Steel.

We extend our sincere appreciation to all stakeholders involved in conceiving and executing these groundbreaking projects. We look forward to continuing our successful partnership with Tata Steel in the future.



Polishing our automation and digitisation capabilities

We are pioneers in innovative technology for cast house management. Our focus on automation and digitisation aims to enhance safety, reliability, and operational convenience. Below are some key initiatives that we have undertaken.

Breakout prevention system for tilting runner health monitoring

Objective

Implement an online monitoring system for tilting runners, such as the main iron runner, to detect abnormalities and prevent potential failures.

Benefits

Provides insights into refractory health not visible physically.

Improves operational safety practices.

Reduces breakdowns of tilting runners.

Helps determine safe working limits for tilting runners.

Digitisation: mobile app for daily monitoring

We prioritise digitisation efforts for client services. Our health monitoring system-based app allows real-time monitoring of refractory health, including temperature trends.

These technological innovations demonstrate Vesuvius' commitment to excellence, providing unique solutions to industry challenges and setting new standards in the global market.

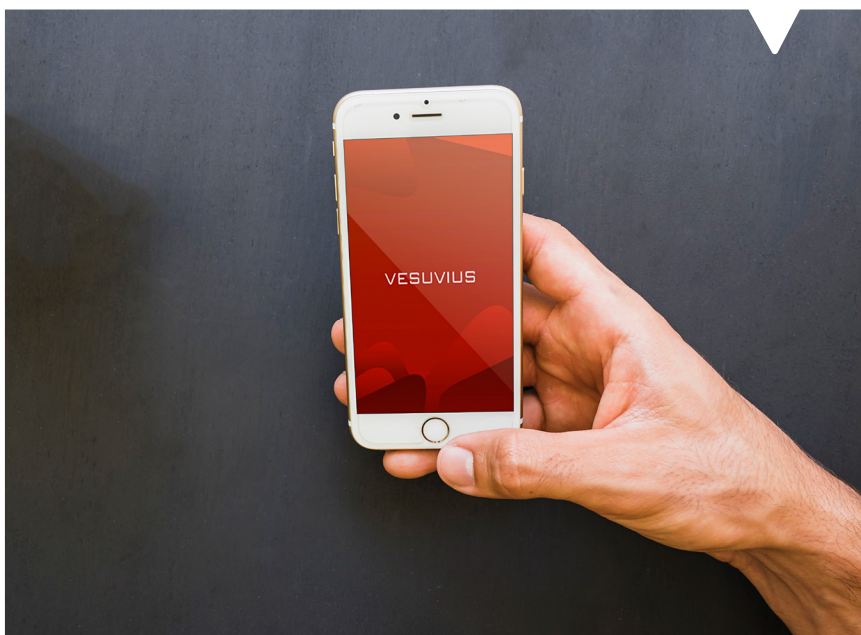
Breakout prevention system for expansion joint monitoring

Objective

Enhance the reliability of expansion joints and provide timely feedback to prevent leaks and potential breakouts.

Solution

Utilise digital feedback through programmable logic controller monitoring to track expansion joint performance and detect abnormalities before they escalate.



Message from the Chairman

Charting a growth path driven by innovation



Innovation remains a cornerstone of our success. We are continuously investing in research and development to develop products aligned with our customer requirements and help them optimise their resource consumption.”

Dear Shareholders,

I am delighted to present the annual report of Vesuvius India Limited as we continue to report sustainable growth driven by our people, products and strong technological expertise. The year 2023 was a landmark year for the Company as we reported our best-ever topline and bottomline results.



We began our manufacturing journey in India with a vision to revolutionise the refractory industry. Leveraging our global technological strengths, we introduced cutting-edge products which helped transition the country's steel industry to adopt a more energy-efficient production process. Our commitment to well-researched products has gained recognition across industries, leading to significant growth.

Today, the country stands at a critical juncture as it is headed for a strong growth cycle, backed by sustained infrastructure investments by the Government of India, increasing manufacturing activities and robust consumer demand. This positive environment has witnessed renewed investments across our key customers.

The year 2023 marked one of the best results in the history of the Company, driven by a favourable external environment. Our revenues reported a growth of 19.4% to reach Rs. 1,603 Crores in 2023 while our PBIBT stood at Rs. 322 Crores PAT at Rs. 213 Crores, a growth of 72% and 82.3%, respectively over 2022. With an increased demand across sectors, we focused on organic growth investing in new plants in Vizag and expanded our plant in Kolkata, significantly.

Innovation remains a cornerstone of our success. We are continuously investing in research and development to develop products aligned with our customer requirements and help them optimise their resource consumption. Further, we are continuously evolving our raw material mix to develop products that withstand extreme conditions while prioritising safety and sustainability.

People remains one of our key pillars of growth and we are a people-centric Company, with

a strong emphasis on creating a value-driven culture. Our unique approach employee relations has paid dividends, fostering a sense of respect, trust and dignity among our employees. Our employee retention rate speaks volumes about our ability to retain and to nurture our human capital. I take this opportunity to thank our employees whose dedication and commitment helped us achieve these heights.

Governance at the Company is upheld with an unblemished track record and a zero-tolerance policy on integrity issues. We implement strict monitoring systems, due diligence procedures and anti-corruption measures to ensure compliance. Our commitment to transparency and ethical conduct underscores our status as a trusted and reputable organisation.

The opportunities in India's infrastructure sector are vast, driven by the Government of India's focus on development initiatives. With a burgeoning demand in steel and cement, Vesuvius is strategically positioned to capitalise on this growth trajectory. As the steel industry rapidly expands alongside increased investments in infrastructure projects, our products and services are poised to play a pivotal role. Additionally, our diversification into complementary sectors such as cement, glass and foundry further expand our market reach, presenting significant avenues for revenue and profit growth while derisking us from sectoral concentration.

I take this opportunity to thank my fellow Board members for their continued support in steering the Company towards greater heights. I would also like to thank our stakeholders for trusting our vision. Our commitment to quality products and world-class services has earned us the trust of our customers. With round-the-clock support and a high

“People remains one of our key pillars of growth and we are a people-centric Company, with a strong emphasis on creating a value-driven culture. Our unique approach has paid dividends, fostering a sense of respect, trust and dignity among our employees.”

degree of engineering expertise, we provide seamless solutions that ensure the smooth operation of steel plants.

As we look to the future, we remain dedicated to driving innovation, fostering a culture of excellence and delivering value to our stakeholders.

Sincerely,

Biswadipta Gupta

Chairman

MD's communique

Forging pathbreaking products for the future



We are deeply committed to minimising our environmental footprint and optimising resource utilisation through sustainable practices and initiatives ”

Dear shareholders,

I am delighted to present that our Company demonstrated robust performance in 2023. With great pride, I share our achievements and progress made during this period, reflecting our commitment to driving sustainable growth and creating long-term value for our stakeholders.

Industry and macroeconomic context

India is the second largest steel producer in the world. Domestic steel demand is experiencing robust growth fueled by government investment in infrastructure, increasing urbanisation, industrialisation and growing consumer demand. Steel demand is estimated to grow roughly by 100 million tons over next decade or roughly 10 million tons per annum additional steel capacity.

Most of this new manufacturing capacity is being built with latest steel making technologies and

equipment. These plants will produce complex steel grades replacing imports.

These new steel plants will require more advance refractory solutions to run these complex steel making processes and equipment. These plants will demand refractory technologies to make steel at much higher efficiency, safety, quality, productivity, yield and at optimised cost.

Against this backdrop, Vesuvius is well positioned to service this emerging opportunity with its technology portfolio, stronger manufacturing capabilities, additional manufacturing

capacities, ever stronger people capital as well as efficient capital allocation. Further, our focus on cost efficiencies and adoption of digitalisation process excellence provides us with a strong foundation.

Performance

I am pleased to report that we delivered a robust financial performance in 2023. Our revenue increased to Rs. 1,603 Crores, from Rs. 1,343 Crores in the preceding year with ~19% growth YoY. Our net profit witnessed significant growth, reaching Rs. 213 Crores compared to Rs. 117 Crores in the previous year, an ~82% increase in profitability.



Strengthening our position in the industry

Pioneering innovation

With a keen focus on innovation and technology adoption, we reinforce our industry position and drive value-added solutions for our customers. Our commitment to innovation shines through the introduction of new products such as ATOM, Durasleeve, Basilite Quick Start, Anteris 360 lasers, and Super Matrix Bricks, all launched in 2023.

ATOM represents a breakthrough in refractory technology, delivering unparalleled performance and durability in high-temperature applications in the steel making process. **Durasleeve** enhances the longevity and resilience of refractory linings, offering superior protection against wear and corrosion. **Basilite Quick Start** streamlines installation processes, reducing downtime and enhancing overall efficiency for our customers. Moreover, our **Anteris 360** lasers ensure precision and accuracy in refractory installation, guaranteeing optimal performance and longevity.

Finally, our **Super Matrix Bricks** provide superior strength and thermal stability, catering to the rigorous demands of modern industrial applications. These innovative products showcase our dedication to pushing the boundaries of refractory technology, providing our customers with cutting-edge solutions that deliver tangible value and performance enhancements.

Capacity expansion

We are expanding our manufacturing capabilities as well as capacities across our plants. Our focus on efficient capital allocation ensures optimal utilisation of resources while meeting the growing market demand. An approximate investment of Rs. 88 Crores has been allocated for setting up a modern Alumina Silicate monolithic plant at Anakapalli (Visakhapatnam), Andhra Pradesh, with capacity of 120,000 tons. Once commissioned, this plant will be further strengthening our product portfolio, and enhancing solutions for our customers.

Additionally, we have completed the expansion of our our precast plant in Vizag and VISO plant in Kolkata. These investments increased capacity as well as capabilities of these plants demonstrating our commitment to sustainable growth.

Furthermore, our investment in Basic Monolithic plant as well as Mold Flux plant at Anakapalli (Visakhapatnam), is progressing well, and these plants are scheduled to be commissioned later this year.

All these investments are using the latest manufacturing technologies to deliver high performance products for our customers. Once commissioned, our three new plants will create additional capacity of circa 250,000 ton per annum at Anakapalli (Visakhapatnam), Andhra Pradesh.

Leveraging people and technology

We take pride in our people process which has been a continuous source of talent for the organisation. Our robust people practices ensure lower attrition, high engagement, and strong ownership, enabling us to make decisions with agility and efficiency.

Additionally, our access to technology portfolio from the group enables continuous delivery of customised solution to meet increasing customer needs.

Furthermore, our manufacturing capital is among the best in the industry, characterised by safety, consistent quality, and cost efficiency, with globally benchmarked processes, and equipment.

Sustainability focus

We are deeply committed to minimising our environmental footprint and optimising resource utilisation through sustainable practices and initiatives. We believe in minimising our own carbon footprint and assisting our customers in reducing theirs.

To achieve this, we have implemented eco-friendly practices throughout our operations, including streamlining logistics processes to minimise carbon footprints, optimising resource utilisation, and investing in sustainable

supply chain practices. Additionally, we have adopted renewable energy sources and energy-efficient technologies to reduce carbon emissions and operational costs.

Furthermore, our efforts extend beyond our operations to our product offerings. We continuously innovate to develop products that help our customers reduce their carbon footprint. Case in point: Durasleeve increases the casting length which enables reduction in lower quality output, improves energy efficiency, reduces refractory consumption, minimises waste and enhances overall sustainability in our customers' processes. Through such initiatives, we contribute to a greener future and create long-term value

for our stakeholders by aligning our business practices with environmental stewardship and sustainable development goals.

Upholding corporate integrity

Our commitment to corporate governance is unyielding, with an impeccable track record build on robust policies. We prioritise integrity through continuous trainings, dialogue and through stringent due diligence systems. As a responsible Company, we maintain highest standard of transparency and accountability, ensuring a sound foundation for sustainable growth.

Way forward

I am excited about what lies ahead, buoyed by India's continued infrastructure investments and growing demand for steel. With ever stronger market presence, diverse technology portfolio, strong manufacturing and people capital and efficient capital allocation, we shall capitalise on emerging opportunities and drive value for our stakeholders. In closing,

I sincerely thank our shareholders, customers, vendors and employees for their unwavering commitment, support and dedication.

Regards,

Nitin Jain

Managing Director

Key performance indicators

Showcasing our strength

Amidst the challenges and uncertainties posed by global macro-economic scenario, a high interest rate environment and increased competitive intensity, we have remained steadfast in our commitment to deliver value to our shareholders, customers, and communities.

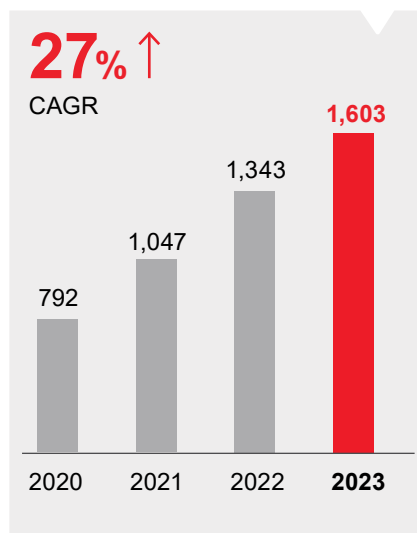
Our Company delivered record performance in 2023 reflecting strong market growth, market share gains, improved realisations through better customer and product mix, and cost efficiencies across the organisation.

In 2023, crude steel production in India showed strong growth of 12% reaching 140 MT, underpinned by robust demand from automobile, real estate and infrastructure sectors. Driven by our differentiated technology-led product offerings and service capabilities, our revenue from operations grew by 19% to Rs. 1,603 Crores and PAT grew by 82% to Rs. 213 Crores in 2023.

Throughout the year, we continued to invest strategically in key areas to drive long-term growth. From enhancing our product portfolio to strengthening our manufacturing capabilities, we have taken decisive actions to strengthen our competitive position and create value for our shareholders. This has led to an increase in EPS by 82% in 2023. This strong performance continues to demonstrate the strength of our technology offering to customers and the value-added nature of our products and services. Further, our Company has been making significant efforts on business process excellence, leading to improved supply chain efficiencies and management of working capital.

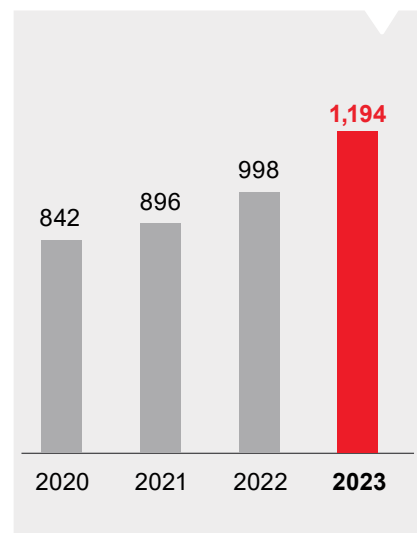
Revenue from Operations

(Rs. in Crores)



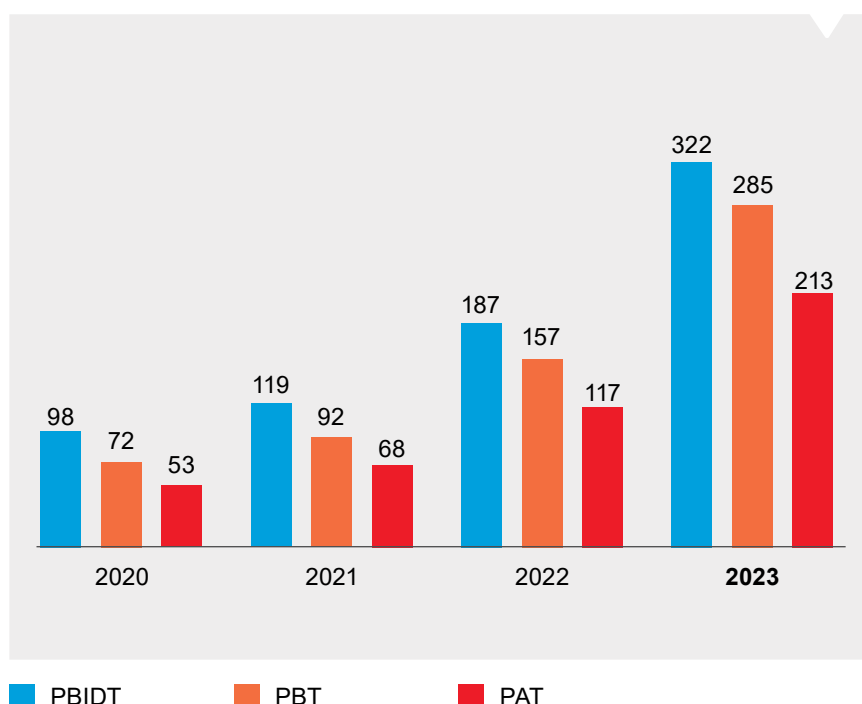
Net Worth

(Rs. in Crores)



Profits

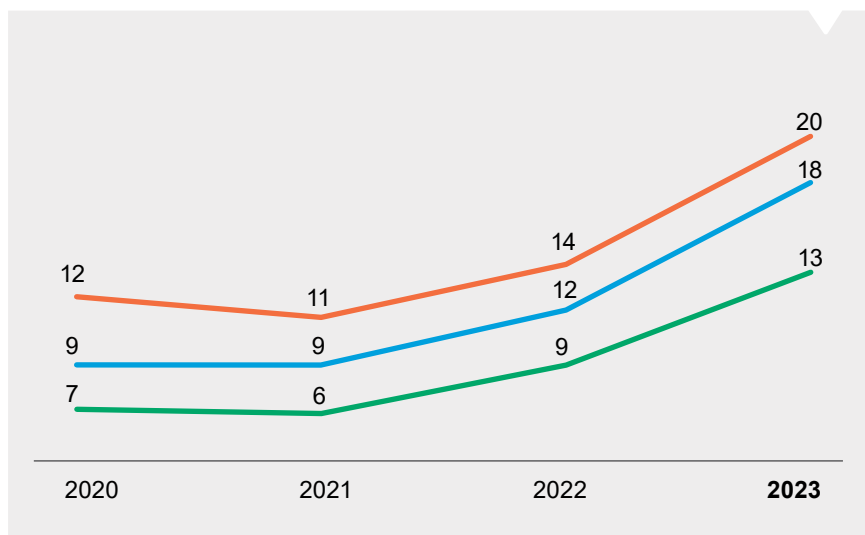
(Rs. in Crores)





Profitability Margin

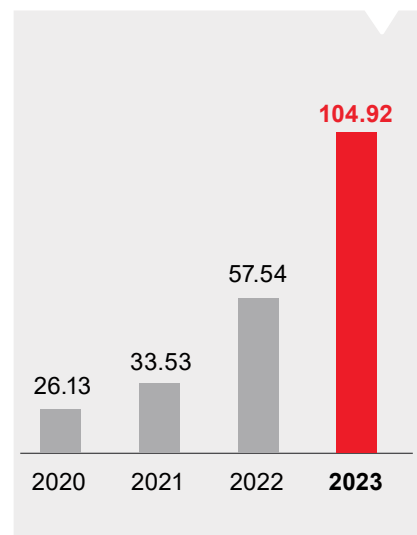
(%)



■ PBIDT Margin ■ PBT Margin ■ PAT Margin

Earning per Share

(Rs.)



Reinforcing our technology leadership

Our relentless focus on innovation and service excellence has enabled us to exceed expectations and deliver unparalleled value across our products and services. At the heart of our success lies our unwavering commitment to our customers - our product management teams worked continually to gain better insight and understanding of customer needs, reduce turnaround time, and provide customised solutions. We continue to benefit significantly from the access to Vesuvius Group R&D and its advanced technology portfolio, enriching customer value creation.

Capacity expansion and outlook

India with its growing economy and conducive business environment, presents compelling opportunities for investment and expansion. As per the International Monetary Fund (IMF), India over the next few years, is expected to become the third-largest economy (from fifth position currently) in the world. As a Company, we were able recognise

the potential of this dynamic market over 30 years ago and were among the first FDI recipients under the landmark Industrial Liberalisation Policy of 1991. We continue to believe in the India story and are eager to contribute to it.

The Indian government's continued thrust on infrastructure will help in achieving its vision of doubling crude steel production capacity to 300 MTPA by 2030 and 500 MTPA by 2047. As a leading player in the refractory industry in India, we continue to make investments ahead of time to expand our capacity as well as product portfolio for servicing the growing market

- Completed expansion of VISO capacity (Kolkata plant) and Precast capacity (Visakhapatnam) in a timely and cost-effective manner.
- Developing a flagship greenfield industrial complex in Visakhapatnam to pave the way for the long-term expansion:
 - In the process of constructing three new greenfield manufacturing plants (Mould Flux, Basic Monolithics and AISi Mono), expected to be operational in 2024.

These investments shall enable us in addressing the growing demand from the Indian market as well as support the vision of Atmanirbhar Bharat. Further, we continue to evaluate more investment opportunities to expand our existing capacity as well as extend our product portfolio.

We are committed to upholding the highest standards of quality and innovation in our manufacturing processes. Our state-of-the-art manufacturing facilities will leverage cutting-edge technologies and best practices to deliver superior products that meet the evolving needs of our customers. We believe that our investment in manufacturing capabilities in India will not only enhance our competitive position in the country but also contribute to the socio-economic development of the communities where we operate and the development of the Indian economy.

Business model

Integrating sustainable resources

Input resources

Financial capital

We utilise our surplus cash, generated from the business in initiatives including innovation, talent development, equipment upgrades, technology investments, and infrastructure development.

Networth: **Rs. 1,194 Crores**

Manufacturing capital

We produce a diverse range of products related to molten metal flows in our state-of-the-art manufacturing facilities. Our commitment to quality ensures benchmarked product standards.

Manufacturing facilities: **4**

Intellectual capital

We leverage the Group's cutting-edge research conducted across six global centres of excellence. In India, we conduct research on materials, processes, and technologies, creating innovative products and solutions.

Human capital

We are committed to fostering the professional growth and well-being of our team, offering rewarding career pathways that prioritise knowledge, dignity, remuneration and safety.

- No. of employees: **559**
- Employee training: **7,500+** total training hours

Social and relationship capital

We prioritise ethical conduct and nurturing enduring relationships with customers, vendors, employees, and communities, reinforcing our sense of responsibility.

CSR spend: **Rs. 2.2 Crores**

Natural capital

From optimising supply chain efficiency to minimising waste, we prioritise actions that foster harmony between our operations and the environment.

Business activities

We specialise in developing and manufacturing refractory products and providing related solutions to diverse industries, with a primary focus on serving the steel and foundry sectors.

Customers at the core



R&D

External environment

We track macroeconomic events and industry trends to identify and proactively respond to opportunities and risks



Product design

Stakeholder engagement

We actively engage with our stakeholders to understand their needs



Manufacturing

Strategic priorities

We prioritise driving business growth and creating stakeholder value through well-defined strategies



Application

Risk management

Our proactive risk management fosters resilience and sustainability in our operations

The value we create for stakeholders

Our investors

Our cash-generative, low-capital business model ensures shareholder returns and supports sustainable growth.

- Revenue: Rs. **1,603 Crores**
- PAT: Rs. **213 Crores**
- EPS: Rs. **104.92**

Our customers

Through continuous investment in innovation and technology, we enhance customer value, ensure safety and minimise operator exposure to hazardous processes.

Our people

Our people-centric initiatives enable each individual to reach their full potential.

Communities

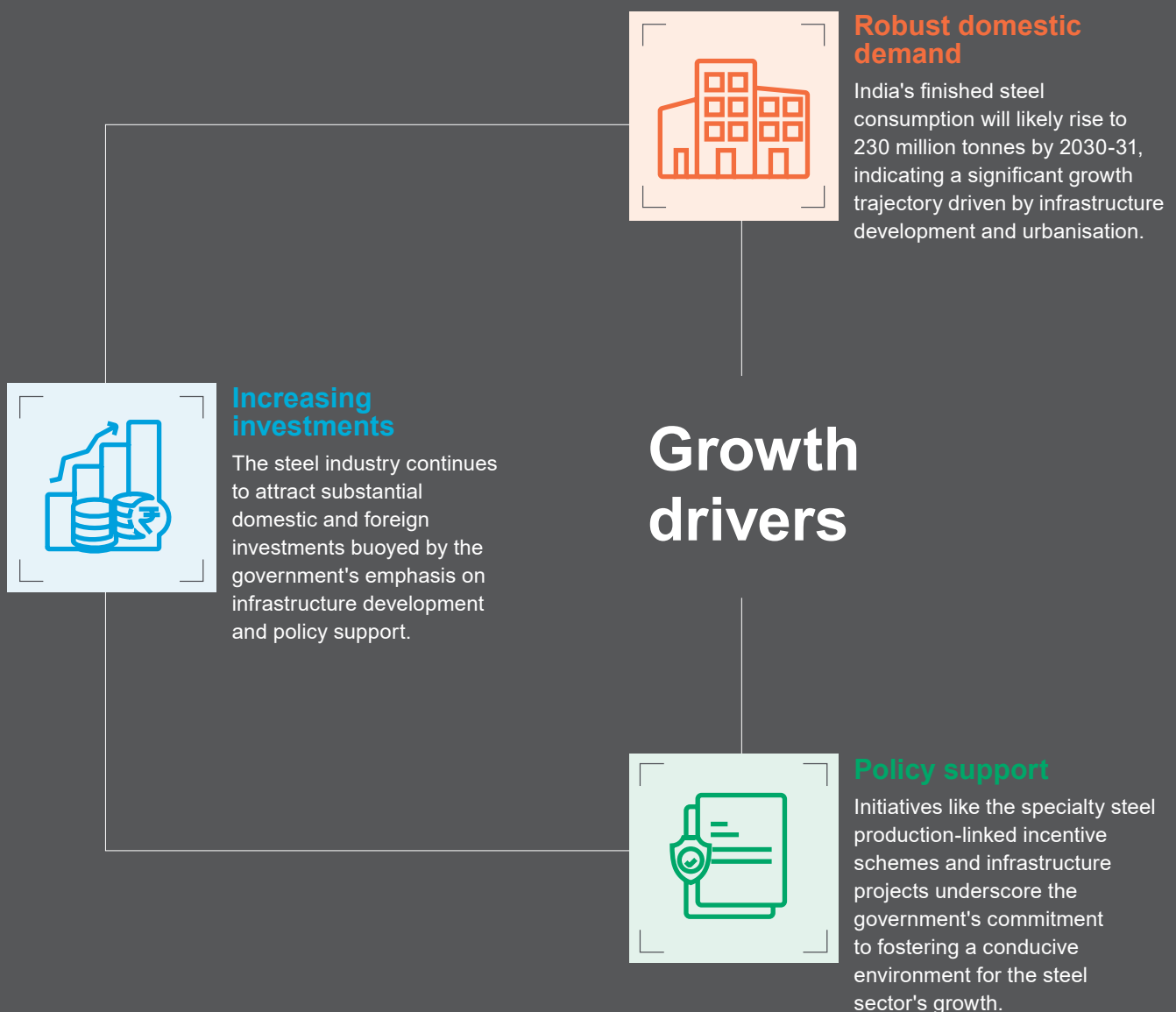
Improved well-being of communities through our CSR projects and initiatives

- Lives impacted: **5,316**

Operating landscape

Embracing the opportunities, positioned for growth

The steel industry is the backbone of India's economic progress, embodying resilience in evolving global dynamics. With India ranking as the world's second-largest producer of crude steel, the sector holds immense potential as a driver of economic growth and industrialisation.





Government initiatives

Government initiatives play a pivotal role in shaping the future trajectory of the steel industry, fostering innovation, sustainability, and growth.

National steel policy

Envisions 300 million tonnes of production capacity by 2030-31, supported by policies to enhance per capita steel consumption and promote sustainable practices.

Production-Linked Incentive (PLI) Scheme

Aims to incentivise domestic manufacturing and boost speciality steel production, driving technological innovation and competitiveness.

Infrastructure development

Investments in critical infrastructure projects aim to bolster the steel industry's value chain and enhance its contribution to India's economic growth.



Our strategic response

Driving innovation and technology leadership

Focusing on product improvement and development and accelerating technology adoption

Capacity expansion and enhancement to meet growing demand

Prioritising customer-centric excellence through operational efficiency and strengthening customer engagement

Incorporating sustainable practices such as eco-friendly packaging and streamlined logistics to minimise environmental impact

Strategy

Reinforcing our industry foothold

We strive to strengthen our industry standing by expanding our manufacturing and innovation capabilities to meet growing demand and address emerging customer needs. Leveraging technology, we drive efficiency while ensuring sustainable practices in our operations. This balanced approach keeps us competitive while contributing to a more sustainable future.





Driving innovation and technology leadership

Leveraging cutting-edge technologies and innovative solutions, we aim to strengthen our industry position while delivering value-added products and services to our customers and driving continuous improvement and efficiency across all our operations.

Focus areas

- Catalyse product improvement and development.
- Accelerate technology adoption and innovation.

Progress

- Introduced Supergard oxygen barrier lining for tundishes, enhancing steel cleanliness in value-added steel grades such as electrical steel and ultra-low carbon grades.
- Implemented Basilit QuickStart, a spray working lining for tundishes, aimed at reducing carbon footprint and expediting tundish turnaround. This innovation skips the two to three-hour-long flame drying cycle, resulting in significant direct savings on fuel costs.
- Integrated ATOM technology into our value-added tundish solution package, improving steel quality and casting parameters across various customer sites.
- Launched Durasleeve, a high-performance slag line sleeve for a sub-entry nozzle, and mono-block

tundish shroud plate to reduce annual tundish preparation requirements. These innovations minimise labour and material costs, save energy, and lower refractory waste. Enhanced slag line performance contributes to better mould level stability, improving steel quality.



Capacity expansion and enhancement

We are undertaking significant projects to increase our production capacity and operational efficiency. These initiatives represent strategic investments in our future growth and are integral to our broader mission of strengthening our industry position.

Focus areas

- Strengthen industry position
- Meet growing demand

Progress

New Al-Si monolithic manufacturing facility, Vizag

With the aim of expanding our production capabilities to meet growing demand, we have an investment of Rs. 87.70 Crores to establish a cutting-edge manufacturing facility with an annual capacity of 120,000 tonnes in Anakapalli (Visakhapatnam), Andhra Pradesh. This facility will produce Al-Si monolithic products and will be funded through internal accruals. This investment reflects our commitment to enhancing our product portfolio and service offerings, thereby enabling us to better serve our customers while ensuring operational excellence and safety.

Timeline

The foundation stone was laid in November 2023 and we anticipate the plant to commence operations by the fourth quarter of 2024.

Precast plant capacity enhancement

We increased our precast plant capacity by 50% to meet rising

customer demands. This project includes building additional manufacturing and warehousing space, a new casting line, expanded drying ovens, and improved material handling.

Timeline

Inaugurated in April 2023, following a 14-month enhancement project.



Kolkata plant VISO capacity enhancement

We augmented our VISO capacity to accommodate growing production requirements. This project included setting up additional manufacturing and warehousing space, energy-efficient technology, automated machining and glazing lines, and layout optimisation for lean manufacturing.

Timeline

Inaugurated in February 2023, after a 14-month capacity enhancement project.



In February 2023, we celebrated the inauguration of our Kolkata Plant expansion with a ceremony attended by Patrick Andre, Chief Executive of Vesuvius plc. He outlined the Group's vision for future growth in India, including plans to invest Rs. 500 Crores for capacity expansion and drive revenue growth. This investment

is expected to create new job opportunities and demonstrates the Company's confidence in India's economy and potential for sustained growth through innovation.

The event was commemorated with an inauguration function attended by CL Plant employees, Vesuvius India leadership, and board members,

followed by a lunch. Biswadip Gupta, Chairman of the Company, and Nitin Jain, Managing Director of the Company, expressed appreciation for the employees' commitment and contribution to this milestone and inspired them for future success as Vesuvius India embarks on a new growth journey.

Customer-centric excellence

We prioritise delivering exceptional value and service to our customers by focusing on application excellence, operational efficiency, and reliability. We aim to exceed customer expectations and cultivate long-lasting partnerships, which drive our culture of continuous improvement and pursuit of excellence in all our endeavours.

Focus areas

- Drive operational efficiency.
- Strengthen customer engagement and partnerships.

Progress

- Successfully implemented inner nozzle fixing tools and sealing gaskets, enhancing operational efficiency and customer satisfaction.
- Collaborated closely with customers to develop customised solutions tailored to their needs and requirements.
- Incorporated customer feedback into product development and service enhancements, driving continuous improvement and excellence in customer service.

Sustainability and environmental responsibility

Sustainability is our core strategic priority, and we are committed to minimising our environmental footprint and optimising resource utilisation through sustainable practices and initiatives. From streamlining logistics to introducing eco-friendly packaging solutions, we strive to integrate sustainability into every aspect of our operations.

Focus areas

- Deliver sustainable logistic solutions.
- Boost resource optimisation and waste reduction.

Progress

- Implemented eco-friendly practices such as returnable metal box packaging to reduce environmental impact.
- Streamlined logistics processes to minimise carbon footprints and optimise resource utilisation.
- Invested in sustainable supply chain practices to promote environmental responsibility.
- Invested in renewable energy sources and energy-efficient technologies to reduce carbon emissions and operational costs.

Environment

Moulding a better tomorrow

At Vesuvius India, we actively implement initiatives to promote sustainability across our operations. From investing in solar energy to optimising water usage and managing waste responsibly, we are committed to making a tangible difference in reducing our environmental footprint.



Energy management

With a strong emphasis on sustainability, we invest in solar energy solutions and energy-efficient technologies to minimise our environmental footprint and uphold our commitment to sustainability.

Investing in solar energy

18%

of our annual electric consumption is powered by the rooftop solar capacities at our Kolkata and Vizag manufacturing sites

Energy-efficient measures

In our efforts to enhance energy efficiency, we implemented the latest pressure control mechanism in our Viso firing kilns, alongside upgrading to electrically driven diaphragm pumps. These initiatives have resulted in significant energy savings, contributing to energy-efficient operations.



Water management

Water conservation is a core aspect of our sustainability efforts at Vesuvius India. We have a 'Water Conservation Plan' aligned with the Group's key performance indicators. To put policy into practice, we implemented various measures to optimise water usage across our operations:

Zero Liquid Discharge (ZLD) approach

We have installed a sewage treatment plant with a capacity of nine kilolitres per day at our Mehsana plant. This facility efficiently treats all domestic effluent, which we repurpose for gardening. Despite our minimal industrial effluent generation (250 litres per month), we have implemented a forced evaporation system to adhere to a zero-liquid discharge (ZLD) approach. Similarly, the Vishakhapatnam plant has conducted a feasibility report to transition into a ZLD facility. Meanwhile, our Kolkata plant's internal teams have identified critical consumption points and potential uses for treated water. Building upon these assessments, Vesuvius India is progressing towards ZLD practices across all operations. These efforts showcase our commitment to water conservation and aligning with the UN Sustainable Development Goals.

Outlook

We are committed to further enhancing our water reuse capabilities. Initiatives such as installing an ultra-filter unit and the establishment of a network of pipelines at our Kolkata plant highlight our ongoing efforts to maximise the use of treated water for domestic purposes.

Waste management

At Vesuvius India, our commitment to sustainability extends to waste management and promoting environmentally friendly packaging solutions. Here are some of the initiatives we have implemented that underscore our commitment to managing waste responsibly and promoting a more sustainable approach to packaging.

Reducing single-use plastics

We have implemented policies to minimise single-use plastics within our organisation. For instance, we have replaced plastic cups with biodegradable alternatives.

Promoting recycling

Our employees are encouraged to recycle plastic waste by providing designated bins and raising awareness about the importance of recycling.

Engaging with stakeholders

We regularly engage with stakeholders to reduce plastic usage for products and explore sustainable alternatives.

Sustainable packaging

In India, we have introduced an innovative packaging solution using metal sheets instead of wood. These collapsible metal boxes save storage space and are reusable multiple times.

Circular economy initiatives

We explore opportunities to incorporate recycled plastics into packaging processes and consider take-back schemes for plastic products, aligning with circular economy principles.

V-Eco Pack: Unbox Sustainability

Objective

To address the environmental challenge posed by conventional packaging practices, particularly the deforestation caused by the consumption of hardwood in packaging materials. On average, we were using 45 wooden boxes per month to supply various Continuous Casting products to Tata Steel Kalinganagar, resulting in the loss of 102 trees per month.

Initiatives Undertaken

In response to this challenge, we introduced the V-Eco Pack - Unbox Sustainability initiative in partnership with Tata Steel Kalinganagar. This initiative involved replacing traditional wooden boxes with steel reusable ones. Each steel box could be reused for 15 cycles, saving the equivalent of 5 trees per cycle. The steel boxes were dispatched to Tata Steel Kalinganagar, where they were collapsed and stored until enough boxes accumulated for return shipment and reuse.

Outcome

The initiative resulted in significant environmental benefits, including the preservation of over 1,000 trees annually. By reducing hardwood consumption and promoting the reuse of packaging materials, we demonstrated our commitment to sustainability. There is a plan to expand this initiative to all steel plants, aiming to further reduce deforestation and promote sustainable practices.

Social - Customers

Forging partnerships for greater success

At Vesuvius India, we prioritise delivering value to customers by understanding their challenges and customising solutions accordingly. We closely collaborate with customers to identify opportunities for improvement, providing innovative products and services that enhance efficiency, reliability, and sustainability.

Supplying next-generation solutions for mini-steel plants with induction furnace linings

Introduction

In mini-steel production, we provide innovative solutions tailored to industry needs. Using our material science expertise, we deliver high-performance solutions to ensure better quality products and enhanced outputs of mini-steel plants.

Project overview

We have introduced Kellundite 857, a product specifically designed for challenging alloy steel melting environments in induction furnaces. It has consistently exceeded expectations, enduring extreme heat.

Key benefits

Optimised efficiency

Kellundite 857 enhances the efficiency of the melting process.

Durability and reliability

The durability of Kellundite 857 minimises downtime, offering a reliable solution for alloy steel melting needs.





Offering sustainable solutions for the cement industry to enhance thermal substitution rate

Introduction

At Vesuvius India, we have ingrained sustainability in our core values. Our commitment to sustainability extends to the cement industry, where we strive to improve processes and environmental footprints through innovative products and services.

Project overview

The cement industry is at the forefront of sustainability efforts, aiming to achieve a 30% thermal substitution rate by utilising alternative fuels and raw materials. Vesuvius India has developed solutions to address the challenges posed by this ambitious goal, particularly in severe conditions within the kiln inlets, nose rings, and burner pipes.

Key benefits

Extended operations

Our solutions with composite monolithic products and pre-cast shapes have extended the operations of the kiln inlet zone without any breakdowns.

Performance in the AFR zone

Newly developed solutions like Duraflo® ZX and Onyx AFX have outperformed in the AFR zone, offering both in-situ and pre-cast solutions to meet the demands of the cement industry's sustainability initiatives.

Renovating a thermal oxidiser at the Indian Oil Corporation Limited's Panipat refinery

Introduction

The hydrocarbon and petrochemical industries remain niche business segments for the industrial products division. Businesses in refineries and petrochemical industries fetch a significant accolade for the Company in terms of recognition of maintaining the highest quality standards in manufacturing and services.

Project overview

In 2023, we executed the refractory overhauling of a thermal oxidiser at the Indian Oil Corporation Limited's Panipat refinery. This job was a turnkey project, encompassing complete design and engineering, materials supply, and site application.

Material sourcing

We sourced materials from different business units of Vesuvius Group based on design requirements. We sourced the bricks from Vesuvius South Africa (Pty) Ltd. and the plastic materials from Vesuvius Malaysia Sdn Bhd.

Site application

Our service team executed the site application, maintaining the highest safety and quality standards at the job site to the customer's satisfaction.

Customer acknowledgement

Our customer IOCL acknowledged the efforts made by our team towards a safe and successful completion of the job and awarded us with an appreciation certificate, as a token of gratitude.

Future benefits

The recognition received from the customers will serve as a reference in benchmarking Vesuvius materials and services as a strong and capable player in the public sector undertaking refineries as well as privately-owned petrochemical complexes. Further, Engineers India Limited's approval of our performance in the project makes Vesuvius a preferred choice for refractories by many original equipment manufacturers and licensors globally.

Key materials used

Alcor 95 bricks

95% alumina bricks with extremely low iron content

Mullite bricks

65-70% alumina-silicate bricks with low iron content

Sillmax bricks

60-65% alumina-silicate bricks with low iron content

BLU-RAM® HS Plastic

70% alumina plastic material

Social - People

Building a distinctive and robust team

Our people practices focus on enhancing inclusivity, talent development and engagement. In 2023, our focused initiatives yielded remarkable results, strengthening our workforce, and fostering a culture of empowerment and growth.



559

Total employees, as on December 31, 2023

116

New hires in 2023

Diversity and inclusion

With a commitment to fostering diversity and inclusion, we prioritise initiatives aimed at attracting, nurturing, and retaining talent from diverse backgrounds. We believe in creating an environment where everyone feels valued, respected, and empowered to contribute their best.

In 2023, we increased our efforts to build a diverse and inclusive workforce through various initiatives.

V-Ignite

We introduced V-Ignite, our signature graduate engineer trainee hiring programme, with a focus on diversity. Through this programme, we ensured that 50% of our hires were female, marking a significant milestone in our commitment to breaking down gender barriers.



Female representation in key roles

We broke stereotypes and achieved several milestones in female representation

- Hired the first-ever female manager at a sales site, promoting diversity in leadership roles.
- Appointed the first-ever female employee in a plant shop floor, highlighting our dedication to diversity in traditionally male-dominated fields.



Integrating a culture of excellence

Our commitment to nurturing a vibrant workplace culture at Vesuvius India Limited extends beyond operational excellence. Through the integration of our corporate philosophy and values, we aim to foster an environment where every employee feels empowered, respected, and inspired to contribute their best.

These core values are fundamental to our everyday behaviour at work. They drive consistent behaviour, are an expression of the common culture of the Group, promote the image of the Group to our external stakeholders, and underpin the commercial promise we provide to our customers. The lasting success

of our business is measured not only in our financial performance, but in the way in which we deal with our customers, business associates, employees, investors, and local communities.



Social - People

V-Shakti

With the launch of V-Shakti, the first-ever female club at Vesuvius, we aimed to attract, nurture, and retain female talent. This initiative provided a platform for female employees to connect, support each other, and contribute to positive cultural change within the organisation.



Organisational capability building

In our pursuit of organisational excellence, we implement various initiatives focused on enhancing our capabilities through targeted learning interventions. These initiatives are aligned with our strategic goals and designed to address the evolving needs of our workforce.

In 2023, we focused on nurturing talent and strengthening our people capital through the following initiatives.

Game Changer 2023

We launched this initiative to offer opportunities for off-role site supervisory team members to transition into permanent roles within the Company. This initiative provided career advancement opportunities and enhanced employee engagement and retention.

Employee upskilling and reskilling

Throughout 2023, we prioritised employee development by investing a considerable amount of time and resources in upskilling and reskilling programmes. This investment resulted in an impressive achievement of 7,569 training hours, equivalent to 2.9 man-days.

7,569

Total training hours

Application Excellence Program for Sales

To empower our Sales team, we launched the Application Excellence Program, specifically targeting Application Managers. Through a rigorous gap analysis using a competency framework, we identified 8-10 training programmes to enhance sales capabilities. These programmes encompassed primarily the technical aspects critical for success in sales roles.

Global learning exposure for VX Team

Our commitment to global learning exposure was demonstrated by facilitating visits to Mulheim, Germany, and China for our VX Team. These visits enabled team members to acquire new skills essential for supporting the operational phase of the VX plant. 6 individuals traveled to Mulheim, while 3 visited China.

V-Lead leadership development

We launched the V-Lead initiative to nurture leadership talent through higher education. This initiative aims to support the professional and personal development of potential leaders within our organisation. In 2023, 4 employees were covered under this Leadership Development initiative.

Collaborative leadership workshops

To foster teamwork and leadership skills, we conducted collaborative leadership workshops for our

Marketing and Technology Teams. These off-site workshops facilitated strong connections between team members and uplifted team spirit through engaging learning activities.

Investment in future-ready skills

Recognising the importance of future-ready skills, we increased our investment in imparting skills such as Power BI, Environment Sustainability, and Governance (ESG) to our employees. We also emphasised on enhancing problem-solving skills and quality consciousness among our new joiners to ensure organisational objectives are achieved effectively.

Senior leadership training

Our Senior Leadership group underwent comprehensive training on Vesuvius core strengths like Safety (Turbo S) and Problem-solving (8D PPS) from seasoned internal trainers. This investment in internal trainer development strengthens our organisational foundation.

In November 2023, two employees, Prakash Sriramulu and Palash Saha, from the Operations team were trained at ISB. This investment in their capabilities showcases our commitment to nurturing talent and fostering operational excellence.



Succession planning and learning

To ensure the continuous development of our workforce and build a pipeline of future leaders, we focused on the following strategies.

Internal job postings

We promoted more position closures through internal job postings, enabling existing employees to explore new opportunities and grow within the organisation.

Coaching support

We extended coaching support to senior leaders, empowering them to excel and contribute more effectively to the business.

Learning initiatives

We aligned learning interventions with organisational needs, focusing on developing future-ready skills such as power, business intelligence, environmental, social and governance factors and technical skill enhancement. Additionally, we implemented initiatives including the application excellence programme for sales and the higher education policy to promote professional and personal development while enhancing retention.

Employee engagement

In our commitment to enhancing employee experience and commitment, we introduced several initiatives.

Circle of Excellence

We launched the award to recognise and reward outstanding contributions in quality, innovation, cost awareness, and customer-centricity. This half-yearly award aims to promote performance excellence and boost employee motivation.

Referral policy enhancement

We enhanced our referral policy to offer more benefits for employees referring candidates, incentivising them to participate in talent acquisition efforts.

Long-service and scholarship awards

We introduced the long-service award and scholarship award to recognise and reward employees' loyalty and contributions to the organisation.

Long service award for 30 years have been introduced new this year, recognising the significant years of dedication and contribution. In 2023, total 131 employees' children were rewarded under Vesuvius India Scholarship Policy for the academic year 2022-23/2023.

Social - People

Application Excellence Programme

We launched the Application Excellence Programmes to empower our contract management team in sales, initiating a gap analysis through a competency framework. This analysis identified 10 distinct training programmes aimed at enhancing our sales bench strength, covering areas such as Selling and Negotiation, technical competencies like HeatT M1, M2, M3 (VISO and Slide Gate), and problem-solving tools such as 8D PPS for operational excellence.

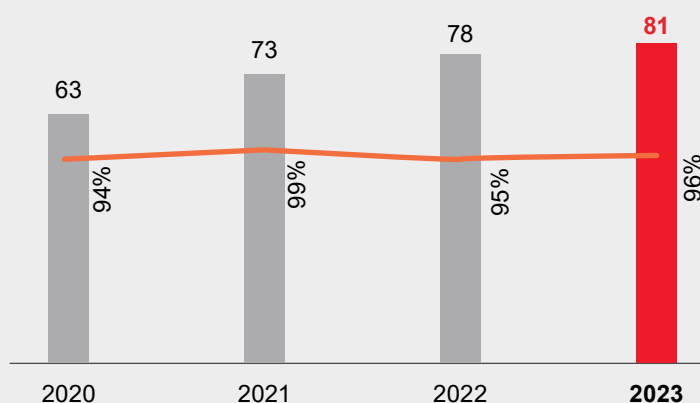


Igniting employee engagement

We continue to prioritise employee engagement through our structured programmes and engagement surveys. The employee engagement initiatives at Vesuvius India aim to deepen talent engagement, enhance satisfaction and ultimately drive retention, reward, recognition and resourcefulness among employees. In 2023, we implemented several initiatives to enhance employee satisfaction and engagement:

i-Engage

Is our global annual employee engagement survey and Vesuvius India continues to achieve top engagement scores on all dimensions of the survey with 96% participation rate. Our scores over the years have steadily improved. The survey helps to understand the pulse of employees and to offer a platform to employees to share their suggestions and views.



Employee engagement increased to 81 while employee participation increased to 96%



Ramping up 'Scholarship Policy'

The Scholarship Policy for permanent and temporary employees' children witnessed a significant improvement in 2023 compared to the previous year. A total of 131 employees' children were rewarded in 2023, reflecting our commitment to promoting educational excellence.

16%

increase in awardees
compared to the
previous year

Introducing 'Long Service Award'

During the year under review, we introduced the Long Service Award for employees with 30 years of tenure, acknowledging their significant contributions and motivating others to aspire to long-term careers with the Company.

Connect Programme

After overcoming the obstacles posed by COVID-19, the Connect Programme resumed in 2023, bringing together employees and their families for annual celebrations at both Kolkata and Visakhapatnam locations. The annual celebrations featured drawing sessions, various performances, games and a Reward & Recognition ceremony, followed by lunch and dinner. With over 800 and 1000 attendees at Kolkata and Visakhapatnam respectively on 17th and 24th September 2023, these events were pivotal in fostering unity and motivation among employees.

Prioritising employee health and well-being

We made significant progress in promoting the well-being of our shop floor employees at both Kolkata and Visakhapatnam locations. Monthly yoga sessions and awareness programmes addressing prevalent health issues showcases our commitment to their holistic well-being.

Off-site meeting

Senior Leadership Group (SLG) of the Company had an Off-Site meeting in Phuket in December 2023. It was an impactful trip bringing the leadership team together to exchange views on Company goals, direction, strategies and way forward. It was an excellent opportunity to meet, greet, connect, align and gear up to deliver bigger and better.

Strategic talent development by senior leadership

The senior leadership team consistently drives talent development through Quarterly Talent Planning sessions, job rotations, and structural reforms across functions. They actively promote internal mobility, fostering growth opportunities vertically and horizontally, while ensuring alignment with global organisational goals.



Social - Communities

Empowering lives, building futures

As a responsible corporate entity, we recognise the importance of giving back to society. In 2023, we continued our social responsibility journey, integrating education, sustainability, and inclusivity into our efforts.



Key programmes and initiatives in 2023

STEM-WASH Project

- Implemented STEM-WASH programmes in local schools across Kolkata, focusing on technical education and water, sanitation, and hygiene awareness.
- Partnered with government schools to provide learning opportunities in science, technology, engineering, and mathematics, while addressing sanitation and hygiene challenges.
- Inaugurated the project at Barisha Vivekananda High School, with active participation from Vesuvius employees, emphasising community engagement and volunteerism.
- Initiated digital learning classes with GENEEO application which enables children to learn their daily syllabus in 3D format and makes children more inclined to STEM related subjects.
- 18 girl children had gone upto state-level karate competition while more than 200 children trained in self defense.



Introducing the Vesuvius Women's Club at Government College of Engineering and Ceramic Technology, Kolkata

In recognition of the growing importance of women in technical fields, Vesuvius introduced a Women's Club at Government College of Engineering and Ceramic Technology in Kolkata, aiming to support female students in technical fields.

Impact

Creating a safe space for collaboration

The Women's Club provides a safe and inclusive environment for female students to collaborate, share experiences, and discuss relevant topics.

Equipping students with valuable skills

Vesuvius offers professional grooming courses to enhance the skills and capabilities of female students, empowering them for future academic and career success.

Broadening horizons in the refractory industry

The Company organises tech talks and exposure visits to deepen students' understanding of the refractory industry, inspiring them to explore potential career opportunities.

Driving gender diversity and inclusion

The Vesuvius Women's Club demonstrates the Company's commitment to promoting gender diversity and inclusion in technical education, empowering female students for a more inclusive future in the field.

My Swachh School

Installed environmentally friendly bio-toilets and filtered drinking water systems in government schools to improve clean drinking water availability and sanitation.

Conducted hygiene and menstrual hygiene management training sessions for students to instil life-long habits for a healthier future.

We reached a total of **12 schools** in Kolkata and Vizag, and one at the Angul site, impacting over **7,500** students and **1,800** girl students.

Diversity, equity, and inclusion initiatives

- Established Vesuvius women's clubs in engineering colleges to support female students in the ceramic industry.
- Provided mentorship, leadership training, and a safe space for women to connect and nurture each other.
- Bridged gender gaps in technical fields and promoted inclusivity in the workplace and society.

Before



Before



After



After



Way forward

Building on our progress in 2023, we will continue to enhance our social impact through sustained initiatives. In 2024, we aim to expand by including ten more schools across locations, extending the benefits of our initiatives to newer communities.

Risk management

Adapting to uncertainties with prudence

In alignment with Vesuvius plc's commitment to robust risk management practices, Vesuvius India takes a comprehensive approach to identify, assess, and mitigate risks. This involves addressing both financial and non-financial risks, considering their impact on employees, customers, suppliers, the environment and communities.

This holistic approach enables us to effectively tackle challenges related to market volatility, regulatory compliance, and environmental sustainability.

Board oversight and risk assessment

The Board of Vesuvius India maintains oversight of the Company's principal risks, periodically reviewing the effectiveness of risk management strategies. This includes identifying key individuals responsible for managing each risk and evaluating the adequacy of mitigation measures in place. Furthermore, the Board revisits the Company's risk appetite, ensuring alignment with strategic objectives while addressing emerging threats.





Key risk areas and mitigation strategies

We recognise the significance of addressing various key risks to our operations and stakeholders. These risks encompass a range of factors, each with its own potential impact on our business. We aim to mitigate these impacts effectively by understanding the potential consequences of these risks and implementing measures to minimise their effects on our operations, finances, reputation, and stakeholders.

Risks assessment and management

There is a continuous process of identifying, evaluating and managing significant business risks. Risks are identified, mapped and assessed based on a likelihood of their occurrence along with mitigating measures. A functional head is assigned to monitor each risks and report mitigation initiatives and outcome

► Risk Identification

Risks are continuously identified and reported using templates and tools

► Risk Assessment

Identified risks are analysed and assessed to determine triggers, impact and likelihood

► Risk Recording

Key risks are established, prioritised and documented and risk owners are appointed

► Risk Mitigation

Risk mitigation action plans are prepared and implemented across the affected businesses

► Risk Monitoring

Development of key risks and mitigation actions are monitored by risk deep dives and reporting



Leadership team

Guiding the way

Board of Directors



Mr. Biswadip Gupta

Chairman and Independent Director

Mr. Biswadip Gupta is a BE(Metallurgy) and MBA and has about more 4 decades of experience in the steel and refractory industry. He is associated with the Vesuvius Group since 1979 and was instrumental in setting up the Indian operations. He was formerly President of the Bengal Chamber of Commerce and Industry, Deputy Chairman of the Indian Refractory Makers Association and Chairman of CII (Eastern Region). He became a Director of the Company in September 1991 and was Managing Director from February 1992 to April 2007. He is a non-executive Director of the Company since April 2007 and Chairman since July 27, 2013. He has been appointed Independent Director of the Company since May 2015.



Mr. Patrick Andre

Non-Executive Non-Independent Director

Mr. Patrick Georges Felix Andre, a French National, is an Engineer and is presently Chief Executive of Vesuvius plc, the ultimate holding company. He operates from London. Mr. Andre joined Vesuvius in February 2016 and became a Director of the Company in August 2016. Prior to joining Vesuvius, he had a long career serving the steel industry, and worked with L'hoist company as Executive Vice-president Strategic Growth, CEO Europe and CEO for Asia, CIS and Africa. He also worked at the ERAMET group, as the CEO of the Nickel division then CEO of the Manganese division.



Miss Nayantara Palchoudhuri

Non-Executive Independent Director

Miss Nayantara Palchoudhuri is a fourth-generation Tea Planter with more than 2 decades of experience in the successful operations and management of tea estates in North Bengal. She is a B.A. (Hons) in Political Science from the University of Jadavpur with a First Class First and was awarded the University Gold Medal and the National Scholarship; an M.A. in Development Studies from the School of Oriental and African Studies – SOAS (University of London) and M.Phil (Research Degree) from the London School Of Economics & Political Science where she was awarded the Metcalfe Scholarship. She is presently serving as the Honorary Consul for Norway and as President of the Indo-British Scholars Association. She was appointed as an Independent Woman Director in March 2015.



Mr. Nitin Jain

Managing Director

Mr. Nitin Jain is the Managing Director, joined on March 16, 2021. He holds a Materials Engineering degree from NIT Jaipur, Master of Science degree from Case Western Reserve University, USA and MBA from Ohio State University. He worked in leadership roles in mergers & acquisitions, operations, product management, sales and technology across North America and Asia and possess rich experience and knowledge in business strategy, operations, technology, and marketing.



Mr. Sudipto Sarkar

Non-Executive Independent Director

Mr. Sudipto Sarkar is a renowned Barrister and holds B.Sc. (Maths-Hons) from Presidency College, Kolkata; BA (Law Tripos) from Jesus College, Cambridge, UK; LL.M, (International Law) from Jesus College, Cambridge, UK; M.A. (Law) from Jesus College, Cambridge, UK. He is also Barrister, Gray's Inn, London. He is presently practicing as a Senior Advocate. He was formerly President of The Bengal Club and a Director of Bombay Stock Exchange Limited. He became a Director of the Company in July 2005 and has been appointed Independent Director of the Company since April 2014.



Mr. Henry Knowles

Non-Executive Non-Independent Director

Mr. Henry Knowles joined Vesuvius plc, the ultimate holding company, in September 2013 as General Counsel and Company Secretary. He has more than 25 years of experience as a corporate lawyer, working with publicly listed companies. Mr Knowles trained in London and practised in London and Tokyo. He lives in England. He became a Director of the Company in June 2020.



Mr. Pascal Genest

Non-Executive Non-Independent Director

Mr. Pascal Genest is a President of Flow Control Vesuvius plc. And a Member of the Vesuvius Group Executive Committee. Mr. Genest's experience spans across various international leadership roles in different sectors, including more than 17 years of experience in the steel industry, mainly with Arcelor Mittal and, most recently, with GFG Alliance where he held the position of CEO Liberty Ostrava in the Czech Republic and earlier CEO of SULB in Bahrain. Mr. Pascal Genest graduated from the Ecole Polytechnique (France) and holds an MSc in Civil Engineering from Ecole des Ponts Paristech (France). He is also an MBA from Harvard Business School. Mr. Genest brings has an in-depth knowledge of the steel industry and a proven track record in business growth. He became a Director of the Company in February 2022.



C: Chairman M: Member

Audit Committee

Stakeholder Relationship Committee

Risk Management Committee

Corporate Social Responsibility Committee

Nomination and Remuneration Committee

Leadership team

Management Team



Mr. Rohit Baheti

Chief Financial Officer &
Finance Director*



Mr. Subrata Roy

Chief Operating Officer &
Operations Director*



Mr. Shashi Kumar

Chief Marketing Officer &
Commercial Director*



Mr. Akash Sharma

Director Marketing & Technology*



Mr. Kartikaye Krishna

Legal Director*



Mr. Nilkantha Brahmachari

Director Marketing & Technology*



Mr. Rohit Khandelwal

HR Director*

*They are not Directors on the Board of the Company as per the provisions of the Companies Act, 2013.



Corporate Information

Board of Directors

(as on February 9, 2024)

Mr. Biswadip Gupta

DIN 00048258, Chairman

Mr. Nitin Jain

DIN 07934566, Managing Director

Mr. Patrick Andre

DIN 07619754

Mr. Henry Knowles

DIN 08751453

Mr. Pascal Genest

DIN 09473571

Miss Nayantara Palchoudhuri

DIN 00581440

Mr. Sudipto Sarkar

DIN 00048279

Board Committees

Audit Committee

Mr. Biswadip Gupta, Chairman

Mr. Pascal Genest

Miss Nayantara Palchoudhuri

Mr. Sudipto Sarkar

Corporate Social Responsibility Committee

Mr. Biswadip Gupta, Chairman

Mr. Nitin Jain

Mr. Henry Knowles

Miss Nayantara Palchoudhuri

Mr. Sudipto Sarkar

Nomination and Remuneration Committee

Mr. Sudipto Sarkar, Chairman

Mr. Patrick Andre

Mr. Biswadip Gupta

Miss Nayantara Palchoudhuri

Risk Management Committee Directors

Mr. Biswadip Gupta, Chairman

Mr. Nitin Jain

Mr. Pascal Genest

Miss Nayantara Palchoudhuri

Mr. Sudipto Sarkar

Senior Executives

Mr. Subrata Roy

Mr. Rohit Baheti

Mr. Kartikaye Krishna,
(w.e.f. 26.07.2023)

Stakeholders' Relationship Committee

Mr. Biswadip Gupta, Chairman

Mr. Nitin Jain

Mr. Henry Knowles

Miss Nayantara Palchoudhuri

Mr. Sudipto Sarkar

Board Management Committee

Mr. Biswadip Gupta, Chairman

Mr. Nitin Jain

Key Managerial Personnel

Mr. Nitin Jain, Managing Director

Mr. Rohit Baheti,
Chief Financial Officer

Mr. Saheb Ali, Company Secretary
(w.e.f. 10.09.2023)

Auditors

Price Waterhouse Chartered

Accountants LLP,

Chartered Accountants

Plot No 56 & 57, Block DN Sector V

Salt Lake, Kolkata 700 091

(Firm's Registration No. 012754N/
N500016)

Cost Auditor

M/s Jithendra Kumar & Co.

Cost Accountants

13-20-97, Veni Vihar, Ramalingeswara

Temple Street,

Bhanoji Colony, B.C. Road, New

Gajuwaka, Visakhapatnam 530 026

(Firm Registration No. 103347)

Secretarial Auditor

Anjan Kumar Roy & Co.

Company Secretaries in Practise

GR1, Gouri Bhaban,

28A Gurupada Halder

Road Kolkata 700 026

(FCS No. 5684 CP. No. 4557)

Bankers

Axis Bank Limited

HSBC Bank

State Bank of India

Standard Chartered Bank

Barclays Bank

ICICI Bank

HDFC Bank

Registrars & Share Transfer Agents

CB Management Services (P)

Ltd.P-22 Bondel Road,

Kolkata 700 019

CIN: U74140WB1994PTC062959

SEBI Regn No: INR000003324

Tel: (033) 4011 6700/ 6720/ 6724

Fax: (033) 40116739

Email: ranjanm@cbmsl.co,

ranarc@cbmsl.co

Website: www.cbmsl.com

Registered Office

P-104 Taratala Road, Kolkata 700 088

Tel: (033) 6109 0500

Fax: (033) 2401 3976

Email: vesuviusindia@vesuvius.com

Website: www.vesuviusindia.in

CIN: L26933WB1991PLC052968

ISIN No: INE386A01015

LEI No: 335800H1T1GO1JY1VF55

Kolkata Factory

P-104 Taratala Road, Kolkata 700 088

Tel: (033) 6109 0500

Fax: (033) 2401 3976

Visakhapatnam Factories

(a) First Factory

Plot No. 13, 14 & 15, Block "E"

IDA Autonagar,

Visakhapatnam 530 012

Tel: (0891) 3011300; 3011337

Fax: (0891) 2587511

(b) Second Factory

Survey No 90 & 98, Part, Block G,

Industrial Park, Fakirtakya Village

Autonagar, Visakhapatnam 530 049

Tel: (0891) 3983715

Fax: (0891) 3983708

Mehsana Factory

212/B, G.I.D.C. Industrial Estate

Mehsana 384 002, Gujarat

Tel: (02762) 252948 / 949

Fax: (02762) 252909

Management Discussion and Analysis

Industry Structure and Developments, Opportunities and Threats, Outlook, Risks & Concerns

Macroeconomic Environment

Amidst an uncertain and challenging global macroeconomic environment, the Indian economy presents a picture of confidence, positivity, and optimism. Recent growth outturns have surprised most forecasts on the upside. After clocking real gross domestic product (GDP) growth of 7.2 per cent in 2022-23, real GDP is expected to grow by 7.3 per cent during 2023-24 according to the latest release by the National Statistical Office (NSO). As per RBI, FY 2025 growth to remain robust at 7% driven by private capex and consumption demand.

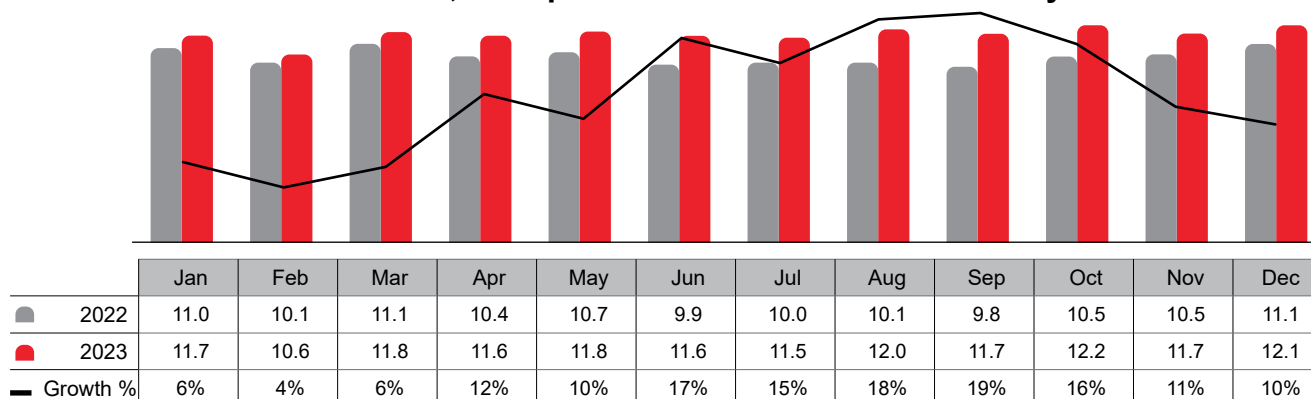
With strong domestic demand, India remains the fastest growing major economy and is now the fifth largest economy in the world. In fact, in purchasing power parity (PPP) terms,

India is already the third largest economy. The International Monetary Fund (IMF) has projected that India's contribution to world growth will rise from the current 16 per cent to 18 per cent by 2028. Strong domestic demand remains the main driver of growth, although there has been a significant increase in Indian economy's global integration through trade and financial channels. Higher reliance on domestic demand cushioned India from multiple external headwinds. As per RBI Monetary policy, CPI inflation expected to moderate to 4.5% in FY 2025 from 5.4% in FY 2024.

Outlook on Indian Steel Industry

In 2023, while crude steel production saw marginal decline globally but India's crude steel production grew by 11.8% to 140.2 million metric tons. India has already emerged as the second largest steel producer in the world and the per capita consumption of steel in India is around 77.2 kg, gone up by 50% in last 8 years, which is still 1/3rd of the average world per capita steel consumption.

India Crude Steel Production, 2023 production 140.2 MT increased by 11.8%





India's steel capacity has crossed 161 million tons comprising 67 MT by blast furnace-basic oxygen furnace (BF-BoF) route, 36 MT by electric arc furnace (EAF) and 58 MT by induction furnace (IF) route. As per the National Steel Policy, India has set the targets of achieving the total crude steel capacity of 300 MTPA and total crude steel demand/production of 255 MTPA by 2030-31.

Domestic consumption growth can be attributed mainly to high infrastructure spending by the government led by the final budget allocation of Rs 9.5 lakh crores for infrastructure projects for the year 2023-24. Allocation for the infrastructure sector in the interim budget for 2024-25 is Rs. 11.11 Lakhs Crores thereby ensuring the continuation of infrastructure building activities.

The government has started the PLI scheme for special steels, and the total incentive amount envisaged for a five-year period (FY 2024 to FY 2028) is Rs. 6,322 Crores. In FY 2024, Rs. 12,900 Crores has been invested up to December 2023, and the full-year investment is expected to be Rs. 16,000 Crores (commitment-Rs. 21,000 Crores). Five units have begun production, and nine more are expected to start in Q4 FY 2024. For FY 2025, the investment expected is Rs. 10,000 Crores. PLI 1.0 covered only around Rs. 2,300 Crores of incentives. The government is, therefore, planning PLI 2.0 to utilise the balance amount of Rs. 4,000 Crores. The PLI 2.0 scheme will also be for a five-year period from FY 2026 to FY 2030. As per the objectives of the PLI scheme, while imports will reduce substantially, exports will be 13% of total production (capacity planned is 25 MT).

Outlook on Indian Cement Sector

The Indian cement industry plays a vital role in the country's infrastructure development due to its significant contribution to the construction sector. The outlook for the Indian cement industry remains positive, supported by favorable demographics, urbanisation trends, and government-led infrastructure projects. With the government's focus on initiatives like "Housing for All", Smart Cities Mission, and infrastructure investments, cement consumption is expected to remain robust in the coming years. The implementation of the National Infrastructure Pipeline (NIP) and Bharatmala Pariyojana, among other initiatives, will further boost cement consumption across the country.

India is the second largest producer of cement in the world but the per capita consumption of cement in India is still low at 250-270 kg compared to the world average of 500 kg. India accounts for more than 7% of the global installed capacity. Indian cement consumption reached 375 million tons in FY 2023 and is expected to reach 400 million tons in FY 2024 thereby expected to experience a volume growth of 7-8% in FY 2024 due to increased demand from the housing and infrastructure sectors. Additionally, capacity additions are estimated at 63-69 million metric tons between FY 2024 and FY 2025, with a 6% increase expected in FY 2024, the largest in the past five years.



Outlook on Indian Aluminum Sector

At 4.5 million tons per annum (MTPA), India has the second largest primary aluminum smelting production capacity in the world. As per industry sources, aluminum demand in India is expected to jump to 9 million tons by 2033 from 4.5 million tons.

In India, aluminum is mainly consumed in the Electrical sector (48%), followed by Automobile & Transport sector (15%), Construction (13%), Consumer Durables (7%), Machinery & Equipment (7%), Packaging (4%) and others (6%).

ICRA has estimated the domestic aluminum demand growth to remain healthy at 9% in the next two fiscal years, given the Government's thrust on infrastructure development. Domestic demand growth would sharply outpace the rate of global growth in aluminum demand.

The automotive sector also plays a pivotal role in the overall consumption of aluminum in India. After a stellar performance in FY 2023, automotive demand is expected to remain steady in FY 2024 and FY 2025. In addition, the average quantity of aluminum used per vehicle in India remains significantly lower (40-45kg) compared to the global average of 160-200 kg.

Management Discussion and Analysis (Contd.)

India's per capita aluminum consumption is only 3.1 kg compared to the world average of 12 kg and China's at 31.7 kg. Demand for the metal is expected to pick up as the scenario improves for user industries, like power, infrastructure, and transportation.

Refractory Industry structure and developments

The Indian refractory industry plays a critical role in supporting various sectors such as steel, cement industries, by providing essential materials for high-temperature applications. Collaboration and innovation within the refractory sector continue to drive improvements in performance, sustainability, and cost-effectiveness for steel and cement manufacturers. About 70% of the refractories that are manufactured find application in the steel industry, 7% in the cement industry, 6% in non-ferrous industries and the balance in other industries.



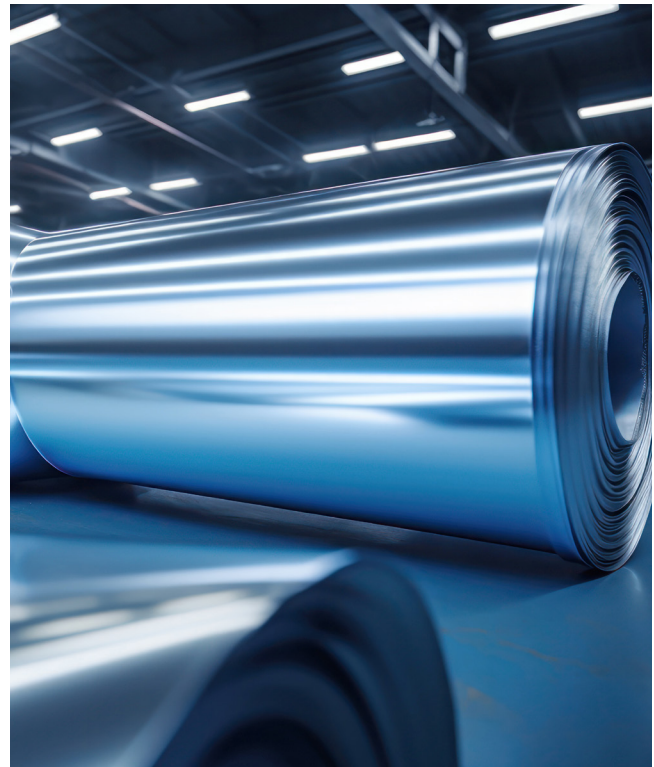
Opportunities:

Strong Demand from Steel Industry: The steel industry is a major consumer of refractory products, accounting for a significant portion of total demand. With the government's focus on infrastructure development, urbanisation, and industrial growth, the demand for steel is expected to remain robust, driving demand for refractories.

Expansion of Steel Capacities: The Indian steel industry has been witnessing significant capacity expansion to meet growing domestic demand and capitalise on export opportunities. This expansion translates into increased demand for refractories, as new steel plants and existing facilities require high-quality refractory materials for their operations.

Technological Advancements: Advancements in steelmaking technologies, such as electric arc furnaces (EAFs) and continuous casting processes, require specialised refractory materials that can withstand higher temperatures and provide better performance. The adoption of advanced refractory solutions presents opportunities for the refractory industry to innovate and develop new products.

Focus on Quality and Efficiency: With intensifying competition and increasing emphasis on cost-effectiveness and environmental sustainability, steel manufacturers are prioritising the use of high-quality refractories that offer longer service life, reduced downtime, and improved energy efficiency. This trend bodes well for the refractory industry, driving demand for advanced and customised refractory solutions.



Risks:

Raw Material Availability and Pricing:

Refractory manufacturing relies heavily on raw materials such as magnesite, bauxite, and graphite. Fluctuations in the availability and pricing of these raw materials can impact production costs and profitability for refractory manufacturers.

Competition from Imports:

The Indian refractory industry faces competition from imported refractory products, which may offer competitive pricing or technological advantages. To remain competitive, Indian refractory manufacturers need to focus on product quality, innovation, and cost efficiency.



Volatility in End-User Industries:

End-user industries such as steel and cement are cyclical in nature and susceptible to economic downturns, fluctuations in commodity prices, and geopolitical factors. Volatility in these industries can impact demand for refractories, affecting the revenue and profitability of refractory manufacturers.

Outlook

The outlook for the Indian refractory industry remains positive, driven by robust demand from the steel, cement and other industries, technological advancements, and infrastructure development initiatives. As the Indian steel industry continues to expand and modernise, the refractory industry is poised to grow in tandem, offering innovative solutions to meet evolving market requirements.

Disclosures under Regulation 34(3) read with Schedule V Clause B of SEBI (LODR)

	FY 2023	FY 2022
(i) Debtors Turnover Ratio	60.62	51.36
(ii) Inventory Turnover Ratio	52.38	56.71
(iii) Interest Coverage Ratio	665	NA
(iv) Current Ratio	3.1	3.34
(v) Debt Equity Ratio	0.01	NA
(vi) Operating Profit Margin (%)	17.83%	11.68%
(vii) Net Profit Margin (%)	13.28%	8.70%
(viii) Return on Net Worth (%)	23.95%	15.72%

Details of significant change(s) in the Key Financial Ratios

The Operating Profit Margin, Net Profit Margin and Return on Net Worth have registered upside variations of 51.10%, 52.70%, and 52.35% in 2023 as compared to 2022, on account of significant growth in the earnings of the Company.



Board's Report

for the year ended on December 31, 2023

Dear Shareholders

The Board of Directors have the pleasure of presenting the Thirty-third Annual Report together with the Audited Financial Statements of the Company for the financial year ended on December 31, 2023.

The Company's financial performance for the aforesaid financial year is summarised below:

(Amount in Rs. Lakhs)

Particulars	Year ended 31.12.2023	Year ended 31.12.2022
Revenue from Operations	1,60,313	1,34,258
Other Income	3,490	2,286
Total Income	1,63,803	1,36,544
Profit before Depreciation, Interest & Tax (PBDIT)	32,175	18,672
Depreciation & Amortisation	3,592	2,986
Finance Cost	43	NIL
Profit before Tax	28,540	15,686
Provision for Income Tax	7,246	4,007
Profit for the year after Tax	21,294	11,679
Other comprehensive income/(loss) for the year, net of Tax	(45)	94
Total comprehensive income for the year	21,249	11,773
Transfer to Reserves	NIL	NIL
Proposed Dividend @ Rs. 12.75 per share (Rs. 8.25 per share in 2022)	2,588	1,674
Basic & Diluted Earnings per Share (in Rs.)	104.92	57.54

Dividend

The Board of Directors has recommended a dividend of Rs. 12.75 per equity share of Rs. 10/- each fully paid-up of the Company (last year Rs. 8.25 per equity share of Rs. 10/- each). The dividend will entail a cash outflow of Rs. 2,588 Lakhs (last year Rs. 1,674 Lakhs). The dividend is subject to approval of members at the ensuing Annual General Meeting. The dividend, if approved by the shareholders, will be deposited in a separate bank account within 5 days from the date of declaration and will be paid within May 10, 2024, subject to deduction of income tax at source, as applicable.

The dividend recommended is in accordance with the Dividend Distribution Policy of the Company, which is available on the website of the Company www.vesuviusindia.in and the weblink thereof has been provided elsewhere in this Report.

Financial Year of the Company

The Company follows January 01 to December 31 as its financial year.

In terms of section 2(41) of the Companies Act, 2013 (the "Act"), by an Order dated January 07, 2016, passed by then Hon'ble Company Law Board, Kolkata Bench, the Company has been allowed to retain and follow January 01 to December 31 as its financial year.

Business of the Company

There has been no change in the nature of the business of the Company.

Management Discussion and Analysis Report

Management Discussion and Analysis Report (including key financial ratios) for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR"), is presented in a separate section, forming part of the Annual Report.

Internal Control of the Company

The Company has in place an established internal control system designed to ensure proper recording of financial and operational information and compliance with various internal controls and other regulatory and statutory requirements. These internal controls have been strengthened with the introduction of more electronic controls, compliances and vigilance methods. The Board of Directors of the Company, in consultation with the Internal Auditors, reviews the effectiveness of internal controls and compliance controls, financial and operational risks, risk assessment and management systems and related party transactions and compliances thereof with the applicable laws, rules and



regulations. The Internal Auditors of the Vesuvius Group conduct internal audit on a pan-India basis. The Company's Policies, the Code of Conduct and CORE Values and Behaviours are applicable to Directors and all employees of the Company and the same have been complied with during the year. These Policies are available on the Company's website www.vesuviusindia.in and weblinks thereof are also mentioned later in this Report.

Internal Financial Controls: The Company has in place adequate internal financial controls with reference to the Financial Statements. During the year, such controls were reviewed and no reportable material weakness was observed.

Subsidiaries, Joint Ventures and Associate Companies

The Company neither has any subsidiary nor any associate company nor any joint venture. Therefore, the disclosures in this regard are not applicable to the Company.

Group Activities

Vesuvius plc., the ultimate holding company, is listed on the London Stock Exchange and is a global leader in molten metal flow engineering and technology, serving process industries operating in challenging high-temperature conditions.

The Vesuvius Group is a global corporate giant in the field of design, engineering, manufacture and delivery of refractory, systems and services for high-technology industrial applications (especially steel). The Group develops and manufactures high-technology products and solutions predominantly for supply to the steel and foundry casting industries, operating a profitable, flexible, cash-generative and growth-building business model with continuing innovation and customised solutions, often used in extremely demanding industrial environments, which enable its customers to make their manufacturing processes safer, more efficient and more sustainable. These include flow control solutions, advanced refractories and other consumable products and increasingly, related technical services including data capture.

The Group has a worldwide presence, serving its customers through a network of cost-efficient manufacturing plants. Vesuvius embeds its industry experts within customers' operations and supports customers through its global technology centres.

The Vesuvius Group has been extremely supportive of Indian operations and continues to provide constant support in terms of technology, research and development, systems, manufacturing, Human resources, etc.

The Company has defined five key execution priorities, which encapsulate the Group's immediate aims, including its strategic focus on sustainability:

- Reinforcing technology leadership
- Developing the technical service offering and increasing penetration of value-creating solutions
- Capturing and sustaining growth in developing markets
- Improving cost leadership and margins
- Driving sustainability within Vesuvius and for its customers

The Group has a view that the Indian steel industry is extremely sophisticated and has a strong ambition to keep producing high-quality steel. Group further believes that the right strategy to grow in India is technological differentiation. Accordingly, investing in the greenfield plant in India to build state-of-the-art manufacturing capabilities to produce the most elaborate and high-end products for the Indian customers is a winning strategy. A high-quality professional team in India is well-placed and ready to complement this strategy.

ISO Certification

The Company's factories at Kolkata and Visakhapatnam have been certified ISO 9001, ISO 14001 and ISO 45001 for Quality, Safety & Environment Management Standards. The Company's customer operations at Tata Steel - Jamshedpur, Tata Steel - Kalinganagar, JSW - Dolvi and JSW - Vijayanagar, are also ISO 45001 certified for Safety Management Standard.

Board of Directors

The Company has an optimum combination of executive, non-executive and independent directors, including an independent woman director. As on December 31, 2023, the Board is comprised of 7 (seven) directors, with 6 (six) non-executive directors of which 3 (three) are Independent Directors including the Chairman and the woman director. There has been no change in the composition of the Board of Directors of the Company during the year under review. Pursuant to the provisions of Section 152(6) of the Act, the shareholders of the Company had re-appointed Mr. Nitin Jain (DIN: 07934566), who was liable to retire by rotation, at 32nd Annual General Meeting held on May 03, 2023.

Mr. Pascal Genest (DIN: 09473571) retires from the Board by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors recommends the re-appointment of Mr. Pascal Genest as a Director liable to retire by rotation.

Mr. Patrick Andre (DIN : 07619754) was appointed as Director (not liable to retire by rotation), under the category of non-executive and non-independent director, by the shareholders at the Annual General Meeting of the Company held on April 10, 2018. Pursuant to Regulation 17(1D) of the SEBI LODR, continuation of Mr. Andre as Director of the Company would require approval of the shareholders at the

Board's Report (Contd.)

first General Meeting to be held after March 31, 2024. The Board recommends Mr. Andre's continuation as Director, not liable to retire by rotation for approval of the shareholders at the ensuing Annual General Meeting of the Company.

The information regarding re-appointment of Mr. Pascal Genest as required under Regulation 36 of the SEBI LODR has been given in the Notice convening the ensuing Annual General Meeting. The relevant details for Mr. Patrick Andre have also been given for information of the shareholders.

None of the Directors of the Company are disqualified and/or debarred as per the applicable provisions of the Act and the Securities and Exchange Board of India (the "SEBI").

Separate Meeting of Independent Directors & Performance Evaluation

In terms of Schedule IV to the Act and the SEBI LODR, a separate Meeting of the Independent Directors of the Company, namely, Mr. Biswadip Gupta, Mr. Sudipto Sarkar and Miss Nayantara Palchoudhuri, was held on December 6, 2023. The Independent Directors carried out annual performance evaluation of the Chairman, the non-independent directors and the Board as a whole.

Pursuant to Section 178 of the Act and Regulation 17 of the SEBI LODR and in accordance with the manner of evaluation specified by the Nomination and Remuneration Committee, the Board carried out annual performance evaluation of the Board, its Committees and Individual Directors and the same is also mentioned in the Corporate Governance Report.

Declaration by Independent Directors

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the Act and the SEBI LODR and are also compliant with requirements of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. The Board of Directors confirms that the Independent Directors also meet the criteria of expertise, experience and integrity in terms of Rule 8 of the Companies (Accounts) Rules, 2014.

Key Managerial Personnel

The Company has following whole time Key Managerial Personnel as on December 31, 2023:

- a) Mr. Nitin Jain, Managing Director
- b) Mr. Rohit Baheti, Chief Financial Officer
- c) Mr. Saheb Ali, Company Secretary

During the financial year under review, Mr. Rohit Baheti was appointed as the Chief Financial Officer of the Company, as per the provisions of Section 203 of the Act, with effect

from February 27, 2023 to fill the vacancy occasioned by the resignation of Mr. Sivasish Sen on January 25, 2023.

On June 10, 2023, Mr. Saheb Ali was appointed as the Company Secretary of the Company, as per the provisions of Section 203 of the Act, in place of Mr. Vikram Singh who had resigned with effect from June 09, 2023.

Corporate Governance

The Company is committed to maintain the highest standards of governance and has also implemented several best governance practices. Pursuant to Regulation 34(3) read together with Schedule V of the SEBI LODR, the Company has prepared Corporate Governance Report which forms part of this Report, marked as **Annexure I**. As per Para C and E of Schedule V of the SEBI LODR, the Company has obtained two certificates from Mr. Anjan Kumar Roy of M/s Anjan Kumar Roy & Co., Company Secretaries (a) Certificate on Non-Disqualification of Directors; and (b) Certificate on the compliance of the conditions of the Corporate Governance. These certificates form part of this Report, marked as **Annexure II** and **III**.

The Company has in place an Insider Trading Code for compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Company Secretary is the Compliance Officer and is responsible for compliance with policies and procedures, maintenance of records and monitoring adherence to the Regulations. Regular trainings are conducted for designated persons and other employees of the Company to sensitise them about the compliance requirements of the Regulations.

The Managing Director and the Chief Financial Officer have given their certificate as required under Regulation 17(8) read with Part B of Schedule II of the SEBI LODR regarding the annual Financial Statements of the Company for the year ended on December 31, 2023, which forms part of this Report, marked as **Annexure IV**.

Compliance with the Code of Conduct

All Directors, Key Managerial Personnel and senior management of the Company have confirmed compliance with the Code of Conduct applicable to the Directors and employees of the Company. The Managing Director has given the certificate as required under Regulation 34(3) read with Part D of Schedule V of the SEBI LODR regarding compliance with the Code of Conduct of the Company for the year ended on December 31, 2023, which forms part of this Report, marked as **Annexure V**.

The Code of Conduct is available on the Company's website www.vesuviusindia.in and the weblink thereof has been provided elsewhere in this Report.



Board Meeting

Five meetings of the Board of Directors were held during the year. The details of the meetings held and attendance of each Director are provided in the Corporate Governance Report.

Committees of the Board

Pursuant to various requirements under the Act and the SEBI LODR, the Board of Directors has constituted/reconstituted (whenever necessitated) various committees such as Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Board Management Committee. The details of composition, terms of reference, number of meetings held during the year, attendance thereat and other details pertaining to these committees are mentioned in the Corporate Governance Report. All recommendations made by the Audit Committee during the year were accepted by the Board of Directors of the Company.

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Act, the Board of Directors, with respect to the Audited Financial Statements for the financial year ended on December 31, 2023, to the best of its knowledge and ability, confirm that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures from the same;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that year;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis;
- e) The Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and are operating effectively; and
- f) The Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Compliance with Secretarial Standards

The Company has followed the applicable Secretarial Standards, with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

Business Responsibility and Sustainability Report

Pursuant to the SEBI LODR, the Business Responsibility & Sustainability Report (BRSR) describing the initiatives taken by the Company from an environmental, social and governance perspective forms part of this Report, marked as **Annexure VI**.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The prescribed particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, forms part of this Report, marked as **Annexure VII**.

Particulars of Employees and Related Disclosures

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names of the top ten employees in terms of remuneration drawn and names and other particulars of the employees drawing remuneration in excess of the limits set out in the said Rules, forms part of this Report. Disclosures relating to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report.

Having regard to the provisions of the second proviso to Section 136(1) of the Act, this Report excluding the aforesaid information is being sent to the shareholders of the Company. Any shareholder interested in obtaining such information may write to the Company Secretary at vesuviusindia@vesuvius.com.

Corporate Social Responsibility

In terms of the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended), the Board of Directors of your Company has a Corporate Social Responsibility ("CSR") Committee. The details of the composition of the Committee and meetings held during the year are mentioned in the Corporate Governance Report as well as in the Annual Report on CSR. The Corporate

Board's Report (Contd.)

Social Responsibility Policy is available on the Company's website www.vesuviusindia.in and the weblink thereof has been provided elsewhere in this Report.

The Company is committed to positively contributing to education by supporting educational opportunities for children and youth, especially from an economically disadvantaged background, and for women in scientific/technical fields of education. The Company continued to spread awareness of STEM (Science, Technology, Engineering and Mathematics) to students, especially females to empower them to move toward technical education. Introduction of digital learning through App based multimedia platform - Geneo which was introduced in earlier year, continued to give a huge response to initiate the efforts towards STEM education.

The Company helped adolescent girls through back-to-school initiative of the Company, to re-enrol in schools. The Company aims at achieving sustainable development goals by providing quality education and access to safe places for children, good sanitation and clean drinking water. WASH (Water, Sanitation and Hygiene) in schools is being addressed through infrastructure and awareness programs. Significant increases in attendance have been achieved because of the Company's intervention in 11 schools in 2023. Employees at customer sites have come together in supporting STEM locally where the Company received good feedback. Another new project to enhance women in technical education has been started as Vesuvius Women Club(s) in engineering colleges to foster and nurture females in technical backgrounds to be future ready to enter in the workforce. This Club is a body by the students, for the students to get more exposure through different learning platforms and through cross functional learning.

Activities like supporting healthcare, hunger/poverty eradication, welfare, etc. are also covered under CSR Policy. The Company believes that these CSR initiatives should be sustainable and with the long-term purpose of improving the quality of living for the less privileged and increasing social assets. The Company's focus is to address the most vulnerable sections of society and to stand for women and children welfare. The funds have been carefully spent on CSR projects so that they result in the ultimate objectives meted out in the Company's CSR Policy. An internal CSR steering Committee has been formed to understand the need in and around Company's plants to implement such projects which are more impactful in nature. Meetings have been held with agencies in locations where the Company's factories are located and with those having a pan-India presence to provide support to CSR projects with periodic monitoring and evaluation. The Company has spent Rs. 227 Lakhs (Rs. 194 Lakhs in 2022) on CSR activities during the financial year ended on December 31, 2023. The Report on Corporate Social Responsibility is attached as **Annexure VIII** and forms part of this Report.

Vigil Mechanism / Whistleblower policy

The Company has in place a Speak Up and Incident Reporting (Whistle Blowing) Policy to deal with unethical behaviour, victimisation, fraud and other grievances or concerns, if any. The aforementioned policy is available on the Company's website www.vesuviusindia.in and the weblink thereof has been provided elsewhere in this Report.

Investor Education and Protection Fund (IEPF)

The Company has a balance of unclaimed dividend (relating to the financial year ended on December 31, 2016) amounting to Rs. 9 Lakhs as on December 31, 2023, which have remained unclaimed by the shareholders. The due date for transfer of the said unclaimed dividend into IEPF Account is June 8, 2024. Further, the shares in respect of which dividends have not been claimed for seven consecutive years, are also due for transfer into Demat Account of the IEPF Authority on the same date.

The Company has sent individual reminders to the concerned shareholders on January 29, 2024, as well as an advertisement has also been published in the newspapers on February 08, 2024, requesting the concerned shareholders to encash their unclaimed dividends on or before May 20, 2024. A list of shareholders whose dividend remain unclaimed till the date of the Annual General Meeting held on May 03, 2023, have been uploaded on the website of the Company www.vesuviusindia.in under "Investors" tab under "Shareholder Information". The shareholders are requested to check their unclaimed dividend from the list and contact the Company or its RTA to encash their unclaimed dividends.

Auditors

M/s Price Waterhouse Chartered Accountants LLP, (Firm Registration No: 012754N/N500016) have been re-appointed as the Statutory Auditors of the Company for the second term of 5 (five) consecutive years, from the conclusion of the thirty-first Annual General Meeting held on May 06, 2022 till the conclusion of the thirty-sixth Annual General Meeting of the Company. The Auditors have confirmed that they comply with all the requirements and criteria and are qualified to continue to act as Auditors of the Company.

The Auditors have submitted their Independent Report on the Financial Statements of the Company for the financial year ended on December 31, 2023, which does not contain any qualification or reservation or adverse remark or disclaimer. The Auditors have not come across any instance of material fraud by the Company or in the Company by its officers or employees during the year. The Notes to the financial statements referred in the Auditors' Report are self-explanatory and do not call for any further comments.



Secretarial Audit

The Secretarial Audit, as required under Section 204 of the Act and Regulation 24A of the SEBI LODR, for the year under review, was conducted by M/s Anjan Kumar Roy & Co. Company Secretaries. The Secretarial Audit Report is attached and marked as **Annexure IX** and the same forms a part of this Report. There are no qualifications or observations or adverse remarks made by the Secretarial Auditor in their Report. The contents of the Secretarial Audit Report are self-explanatory and do not call for any further comments by the Board.

Cost Audit

The Audit of the cost records of the Company, as required under Section 148 of the Act for the year ended on December 31, 2022 was conducted by M/s Jithendra Kumar & Co., Cost Accountants, and the Cost Audit Report for the said financial year had been filed with the Regulator. They have been also appointed to carry out audit of cost records of the Company for the year ended on December 31, 2023, which would be conducted within the stipulated time.

The Board of Director has reappointed M/s Jithendra Kumar & Co., Cost Accountants, as the Cost Auditors of the Company for the financial year ending on December 31, 2024. The remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company. Accordingly, an appropriate resolution for ratification of the remuneration of the Cost Auditors has been proposed in the Notice convening the ensuing Annual General Meeting. The Company is maintaining the cost accounts and records, as required to be maintained under Section 148 of the Act and rules framed thereunder.

Public Deposits

The Company has not accepted any deposits from the public and as such, there are no outstanding deposits in terms of the Companies (Acceptance of Deposits) Rules, 2014.

Loans, Guarantees and Investments

It is the Company's policy not to give loans, directly or indirectly, to any person (other than to employees under contractual obligations) or other bodies corporate or give any guarantee or provide any security in connection with a loan taken by any other body corporate or person. The Company has not made any investment in the shares of the parent / holding company or any of its fellow subsidiaries or any other company or body corporate.

Related Party Transactions

During the year under review, all contracts / arrangements / transactions entered by the Company with related parties were in its ordinary course of business and on an arm's

length basis. The Company has not entered into any contract / arrangement / transaction with related parties which is required to be reported in Form AOC – 2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014. There were no related party transactions which could have potential conflict with the interests of the Company at large. It is confirmed that no loans or advances have been received or paid to the holding company or any fellow subsidiaries or any Director or to any firms or companies in which a director is interested. All related party transactions entered during the current financial year are disclosed under Note No. 40 of the Audited Financial Statement of the Company in accordance with the Indian Accounting Standard 24 on Related Party Disclosures notified by the Companies (Indian Accounting Standards) Rules, 2015, and are not repeated in this Report.

Risk Management Framework and Policy

The policy on risk assessment and minimisation procedures as laid down by the Board are periodically reviewed by the Risk Management Committee, Audit Committee and the Board. The policy facilitates the identification of risks at the appropriate time and ensures necessary steps are taken to mitigate the risks. The Risk Management Policy is available on the website of the Company www.vesuviusindia.in and the weblink thereof has been provided elsewhere in this Report.

Material Changes and Commitments

There were no material changes and commitments or significant events affecting the financial position of the Company occurred between December 31, 2023 and the date of this Report.

Significant and Material Orders

There were no significant and material orders passed by regulators or courts or tribunals impacting the going concern status of the Company and its operations in the future.

Annual Return

The Annual Return for the year ended on December 31, 2022, filed with the Ministry of Corporate Affairs, is available on the website of the Company www.vesuviusindia.in and the weblink thereof has been provided elsewhere in this Report.

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Act, the draft Annual Return of the Company for the Financial Year ended on December 31, 2023, is uploaded on the website of the Company www.vesuviusindia.in and the weblink thereof has been provided elsewhere in this Report. The final Annual Return shall be uploaded in the same weblink after the said Return is filed with the Registrar of Companies, Kolkata.

Board's Report (Contd.)

Prevention of Sexual Harassment

In compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company had constituted an Internal Committee with three employees and a reputed external representative and Miss Nayantara Palchoudhuri, Independent Women Director of the Company, as an Advisor (just to keep parity - refer page xx of CGR) to the Committee. The Prevention of Sexual Harassment Policy is available on the Company's website www.vesuviusindia.in and the weblink thereof has been provided elsewhere in this Report. All employees, especially women employees, were made aware of the Policy and the manner in which complaints could be lodged.

The following is reported pursuant to Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and regulation 34(3) read with Clause 10(I) of Para C of Schedule V of the SEBI LODR for the year ended on December 31, 2023:

Number of complaints of sexual harassment received in the year	: 1
Number of complaints disposed of during the year	: 1
Number of cases pending for more than ninety days	: NIL
Number of complaints pending as on the end of the financial year	: NIL
Number of workshops or awareness programmes against Sexual Harassment carried out	: Employees have been given online training
Nature of action taken by the employer or District Officer	: Not applicable

Cyber Security Incident update

In continuation of the cyber security incident reported by the Company on February 06, 2023, we report that the Company has assessed the said incident assisted by leading cyber security experts. Based on the findings of the cyber security experts, it was concluded that all the systems of the Company, across various functions, are working normally, with no assessed impact on the financial performance of the Company. On review of the data affected by the incident, it is confirmed that no material breaches or loss of relevant data or documents have been identified.

Annexures forming a part of this Report

The following Annexures as referred to in this Report form part of the Board's Report:

Annexure	Particulars
I	Corporate Governance Report
II	Certificate of Non-Disqualification of Directors
III	Certificate on Corporate Governance
IV	Managing Director's and Chief Financial Officer's Certificate under Regulation 17(8) of the SEBI LODR
V	Managing Director's Certificate on compliance with the Code of Conduct
VI	Business Responsibility and Sustainability Report
VII	Prescribed particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo
VIII	Annual Report on Corporate Social Responsibility
IX	Secretarial Audit Report

Company Policies

The following policies framed as per the requirements and criteria prescribed under the Act and the SEBI LODR are available on the Company's website www.vesuviusindia.in and the weblinks thereof have been provided elsewhere in this Report:

- Remuneration Policy
- Corporate Social Responsibility Policy
- Terms and conditions of Appointment of Independent Director
- Related Party Transactions Policy
- Speak Up and Incident Reporting (Whistle Blowing) Policy
- Dividend Distribution Policy
- Policy on Preservation of Documents
- Anti-Bribery and Corruption Policy
- Risk Management Policy
- Insider Trading Code
- Insider Trading Code for Fair Disclosure
- Code of Conduct
- Policy for Determination of Materiality of Events
- Business Responsibility and Sustainability Reporting Policy



Human Resources Management & Health, Safety and Environment

Vesuvius believes that the personal growth and job satisfaction of employees is key to the success and growth of the business. Various training and awareness programmes are conducted to enhance professional skills and development needs and keep employees aware of the CORE Values and Behaviours and policies of the Company. Open communications supported by regular updates across businesses and operations encourage information dissemination and exchange of best practices. The I-ENGAGE programme of the Vesuvius Group brings forth opportunities for improvement in human relations and operations. The Company strictly adheres to the prescribed norms and practices regarding health, safety, and the environment.

All employees have been made aware of the Insider Trading Code and undergone training on commercial and

operational matters and also on the Anti-Bribery and Anti-Corruption Policy of the Company and Prevention of Sexual Harassment Policy.

Appreciation

The Board of Directors of your Company record their sincere appreciation of the dedication and commitment of all employees, in continuing their achievements and excellence in all areas of the business. The Board of Directors thanks the shareholders, customers, suppliers and bankers and other stakeholders for their continuous support to the Company.

For and on behalf of the Board of Directors
Vesuvius India Limited

Biswadip Gupta
Chairman
(DIN: 00048258)

Place: Kolkata
Date: February 09, 2024

Corporate Governance Report

Annexure I

This Corporate Governance Report relating to the financial year ended on December 31, 2023, has been prepared in compliance with the requirements of Regulation 34(3) read together with Para C of Schedule V of the Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "SEBI LODR") and forms a part of the Board's Report of the Company for the aforesaid financial year.

1. Company's philosophy on Code of Governance

Corporate Governance refers to, but is not limited to, a set of laws, regulations and good practices & systems that enable an organisation to perform efficiently and ethically to generate long-term wealth and create value for all its stakeholders. Sound governance practices and responsible corporate behaviour contribute to the superior long-term performance of organisations. Corporate Governance requires everyone to raise their level of competency and capability to meet the expectations in managing the enterprise and its resources optimally with prudent ethical standards. The Company recognises that good corporate governance is a continuous exercise. Adherence to transparency, accountability, fairness and ethical standards are an integral part of the Company's function.

The Company's structure, business dealings, administration and disclosure practices are aligned to good corporate governance philosophy and to add value to customers' businesses by providing materials, equipment, processes and services that allow them to increase the efficiency, quality and profitability of their operations while upholding the Company's Core values, Courage, Ownership, Respect and Energy and include the values of Creativity, Co-operation, Reliability, Integrity, Embracing Diversity and compliance with the laws. The Company has an adequate system of control in place to ensure that the executive decisions taken should result in optimum growth and development which benefits all the stakeholders and aims to increase and sustain its corporate values through growth and innovation. The Company's Code of Conduct serves as a guide to each Director and employee on the standards and values, ethics and business principles which govern their conduct. The Company's policy on internal controls requires a periodical review of all controls including financial, operational, compliance and risk management.

Date of Report

The information provided in this Report on Corporate Governance is as on December 31, 2023 for the purpose of unanimity. This Report is updated as on the date of the Report wherever applicable.

Vesuvius Mission Statement

Vesuvius is a global leader in molten metal flow engineering, principally serving the steel and foundry industries with products, services and technologies that make demanding high-temperature industrial applications possible.

Our mission is

- to develop innovative solutions that enable our customers to improve the performance of their manufacturing process
- to provide each employee a safe workplace where he or she is recognised, developed and properly rewarded
- to deliver our shareholders a return on their investment that allows the Company to grow and prosper

2. Board of Directors

The Company recognises the importance of a diverse board in its success. The Board is entrusted with the ultimate responsibilities of the management, direction and performance of the Company and has been vested with the requisite powers, authorities and duties. The SEBI LODR mandates that the top 1000 listed companies shall have an optimum combination of executive and non-executive directors with at least one independent woman director and not less than fifty percent of the board of directors shall comprise of non-executive directors and where a non-executive director is the chairman, at least one-third of the board should comprise of independent directors.

As on December 31, 2023, the Board comprised of 7 (seven) directors, with 6 (six) non-executive directors of which 3 (three) are Independent Directors including the Chairman and the woman director. The composition of the Board is in conformity with the requirements of Regulation 17(1) of the SEBI LODR.



The composition of the Board of Directors, category of directors, the number of other committees of which a director is a Member/Chairperson and the attendance of each director at the Board Meetings and the last Annual General Meeting (AGM) of the Company were as follows:

Name of the Directors and Category	No. of membership on Board committees including the Company [^]	No. of chairmanship on Board committees including the Company [^]	No. of Board meetings attended during the year 2023	Attendance at last AGM held on May 03, 2023
Mr. Biswadip Gupta (Chairman – Independent Director) (DIN: 00048258)	2	2	5	Yes
Mr. Patrick Georges Felix Andre (Non-Executive Non-Independent) (DIN: 07619754)	0	0	5	Yes
Mr. Nitin Jain (Executive, Non-Promoter) (DIN: 07934566)	1	0	5	Yes
Mr. Henry James Knowles (Non-Executive Non-Independent) (DIN: 08751453)	1	0	5	Yes
Mr. Pascal Herve Martin Marie Genest (Non-Executive Non-Independent) (DIN: 09473571)	1	0	5	No
Miss Nayantara Palchoudhuri (Independent Director) (DIN: 00581440)	10	0	5	Yes
Mr. Sudipto Sarkar (Independent Director) (DIN: 00048279)	7	0	5	Yes

[^]Only membership/chairmanship of the Audit Committee and Stakeholders' Relationship Committee of Indian public limited companies have been considered and positions held in various chambers/bodies, private limited companies, foreign companies, companies registered under Section 8 of the Companies Act, 2013 (the Act) have been excluded.

The Committee positions are based on the latest disclosures received by the Company. None of the directors on the Board of the Company is a member of more than 10 committees or Chairperson of more than 5 committees, reckoned in accordance with Regulation 26 of the SEBI LODR.

All the Directors have confirmed that they are free from any disqualification mentioned under Section 164 and/or any other provisions of the Act. The Independent Directors, namely, Mr. Biswadip Gupta, Mr. Sudipto Sarkar and Miss Nayantara Palchoudhuri, have given the declaration and confirmed that they fulfill the criteria for "independence" and/or "eligibility" as prescribed under the SEBI LODR and Section 149 of the Act and they have also affirmed compliance with the Code of Conduct of the Company and the Code for Independent Directors mentioned in Schedule IV of the Act. In the opinion of the Board, the independent directors of the Company fulfill the conditions specified under the SEBI

LODR and are independent of the management. None of the directors of the Company is related to each other or to any Key Managerial Personnel of the Company. The Company adheres with the provisions of the Act and the SEBI LODR with regard to composition of its Board and the Committees thereof. All the Independent Directors of the Company have obtained lifetime registration with the Indian Institute of Corporate Affairs.

As on December 31, 2023, none of the Directors and/or Key Managerial Personnel of the Company hold any shares/convertible instruments in the Company except Mr. Biswadip Gupta, the Chairman, who holds 3,749 Equity Shares in the Company.

Disclosures regarding appointment/re-appointment of the director(s), as required under Regulation 36(3) of the SEBI LODR, have been furnished in the Notice convening the 33rd Annual General Meeting of the Company, which forms part of the Annual Report.

Corporate Governance Report (Contd.)

As required under Para C of Schedule V to the SEBI LODR, based on the latest disclosures received by the Company, the following are the number of directorships and the names of the listed entities where the directors of the Company are also a director and the category of their directorships therein as on December 31, 2023:

Name of the Directors	No. of Directorships [#]	Directorships and its category in listed entities
Mr. Biswadip Gupta	5	Vesuvius India Limited (ID) IFB Industries Limited (ID)
Mr. Patrick Andre	1	Vesuvius India Limited (NED)
Mr. Nitin Jain	1	Vesuvius India Limited (NPE)
Mr. Henry James Knowles	1	Vesuvius India Limited (NED)
Mr. Pascal Genest	1	Vesuvius India Limited (NED)
Miss Nayantara Palchoudhuri	10	Vesuvius India Limited (ID) Russell India Limited (ID) Ludlow Jute & Specialities Limited (ID) Nikko Parks & Resorts Limited (ID) Titagarh Wagons Limited (ID) International Combustion (India) Limited (ID) Jay Shree Tea and Industries Limited (ID)
Mr. Sudipto Sarkar	6	Vesuvius India Limited (ID) EIH Associated Hotels Limited (ID) EIH Limited (ID) Triveni Engineering and Industries Limited (ID)

ID=Independent, Non-Executive; NPE=Non-Promoter Executive; NED=Non-Independent, Non-Executive

[#]Excludes memberships of managing committee(s) of various chambers/bodies and directorships in foreign / dormant companies.

The Independent Directors of the Company do not serve in more than 7 listed companies and none of them is a whole-time director in any listed Company.

The Board has devised a proper system to ensure compliance with the provisions of all applicable laws and periodically reviews the compliance reports of all laws applicable to the Company and takes necessary steps to ensure the compliance in letter and spirit.

The Board of Directors of the Company met 5 (five) times during the financial year 2023. At least one Meeting of the Board was held in every quarter and the time gap between any two consecutive Board Meetings did not exceed 120 days during the year 2023. The details of the Board Meetings held and attendance thereat are as follows:

Sl. No.	Date of Board Meetings	Board Strength (No. of Directors)	No. of Directors Present	No. of Independent Directors Present
1	February 27, 2023	7	7	3
2	May 15, 2023	7	7	3
3	June 09, 2023	7	7	3
4	July 26, 2023	7	7	3
5	October 30, 2023	7	7	3

Core Skills / Expertise / Competencies available with the Board of Directors of the Company

In pursuance of Para C(2)(h) of Schedule V to the SEBI LODR, the Board of Directors of the Company have identified the following core skills/expertise/competencies that are desirable for the Company to function effectively in the context of the business of the Company and its sector and the same are available with the Board:

Refractory Business; Finance; Business Strategies in India and Abroad; Organisational Capacity Building; Succession Planning; Business Operations; Sales & Marketing; Technology; Legal Matters; Corporate Affairs; Company Secretarial Functions; Human Resources; Corporate Social Responsibility; Regulatory Affairs & Consultancy.



The Board of the Company comprises of qualified members who possess the required skills, expertise and competencies that allow them to make effective contributions towards functioning of the Board and its Committees. Whilst all the Board members possess the identified skills, their area of core expertise is given below:

Name of the Director	Area of skills/expertise/competencies
Mr. Biswadip Gupta	Refractory Business and Finance
Mr. Patrick Andre	Business Strategies in India and Abroad; Organisational Capacity Building and Succession Planning
Mr. Nitin Jain	Business Operations; Business Strategies; Sales & Marketing and Technology
Mr. Henry Knowles	Legal Matters; Corporate Affairs and Company Secretarial Functions
Mr. Pascal Genest	Refractory Business; Business Strategy; Sales & Marketing and Technology
Miss Nayantara Palchoudhuri	Business Strategies; Human Resources and Corporate Social Responsibility
Mr. Sudipto Sarkar	Legal Matters and Regulatory Affairs & Consultancy

Board Training and Familiarisation Programme

In terms of Regulation 25(7) of the SEBI LODR, the Company is required to conduct various programmes for the Independent Directors of the Company to familiarise them with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business model of the Company, etc.

The Independent Directors of the Company, namely, Mr. Biswadip Gupta, Mr. Sudipto Sarkar and Miss Nayantara Palchoudhuri are already familiar with the nature of the industry, business model and other aspects of the Company since they have been directors of the Company for a long period of time during which they had visited the factories at Kolkata and Visakhapatnam, had discussions and meetings with senior executives of the Company, with the customers and also with the directors and senior executives of other companies in the Vesuvius Group and were constantly updated with information about the Company and the industry both national and international. During the year under review, on the occasion of inaugural function of the capacity expansion at Company's Kolkata Factory on February 15, 2023 and on the occasion of laying the foundation stone of a new plant being set up for manufacturing of monolithic refractory at Anakapalli, Visakhapatnam on November 09, 2023, all the Independent Directors met the Managing Director and other Board Members of Vesuvius plc. and visited the respective factories at Kolkata and Visakhapatnam and had a detailed discussion on the business model of the Company. They also interacted with the Management and senior employees of the Company at both the locations. Miss Nayantara Palchoudhuri who is also the Advisor to the Internal Committee constituted under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, has, through these meetings, interacted with the employees and senior executives of the Company. The details of

familiarisation programmes imparted to the Independent Directors during the year under review are disclosed on the Company's website at www.vesuviusindia.in.

Independent Directors' Separate Meeting

The SEBI LODR and Schedule IV to the Act mandate the Independent Directors of the Company to hold at least one meeting in every financial year, without the attendance of non-independent directors and members of the management. During the financial year ended on December 31, 2023, the Independent Directors met on December 06, 2023, inter alia, to review the performance of Non-Independent Directors and the Board as a whole, to review the performance of the Chairman of the Company and to assess the quality, quantity and timeliness of flow of information between the management of the Company and the Board.

Code of Conduct

Regulation 17(5) of the SEBI LODR requires every listed company to have a Code of Conduct for its directors and senior management personnel. Further, Schedule IV of the Act requires the appointment of Independent Director to be formalised through a letter of appointment, which shall set out the Code for Business Ethics that the Company expects its directors and employees to follow. The said Schedule also requires the Independent Directors to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy.

The Code of Conduct laid down by Vesuvius plc., UK, the ultimate holding company, has been adopted by the Board of Directors, which is applicable to all Directors and employees of the Company. This Code of Conduct emphasises the Company's commitment to compliance with the highest standards of legal and ethical behaviour. The Code of Conduct is available on the website of the Company at www.vesuviusindia.in. During the year under review, all Directors, key managerial personnel and senior management have adhered to the Code

Corporate Governance Report (Contd.)

of Conduct of the Company and have given their affirmation on the same. The declaration signed by Mr. Nitin Jain, Managing Director, is attached separately with this report.

Board Committees

The Board of Directors of the Company has various committees consisting of Executive, Non-Executive and Independent Directors to meet various statutory requirements of the Act and the SEBI LODR and to perform various specific and critical functions. Currently, the Board has 6 (six) committees, viz.:

- a) Audit Committee
- b) Nomination and Remuneration Committee (NRC)
- c) Corporate Social Responsibility Committee (CSR Committee)
- d) Stakeholders' Relationship Committee (SRC)
- e) Risk Management Committee (RMC)
- f) Board Management Committee (BMC)

The Company Secretary acts as the Secretary to all the Committees of the Board. The composition, terms of reference, attendance and other details of these Committees are mentioned later in this Report.

3. Audit Committee

Constitution and Composition: The Board of Directors of the Company has a qualified and independent Audit Committee that acts as a link between the Management, the Statutory Auditors, Internal Auditors and the Board.

The Audit Committee as on December 31, 2023, consists of four members, 3 (three) Independent Directors, namely, Mr. Biswadip Gupta, Miss Nayantara Palchoudhuri and Mr. Sudipto Sarkar and 1 (one) Non-Executive Non-Independent Director, Mr. Pascal Genest. Mr. Biswadip Gupta acts as the Chairman of the Audit Committee.

The Managing Director and Chief Financial Officer attended all the meetings of the Audit Committee as invitees. The Company Secretary is the Secretary of the Audit Committee. All Directors are financially literate and Mr. Biswadip Gupta has accounting or related financial management expertise. The Statutory Auditors and Internal Auditors are invited to the meetings to discuss with the Directors the scope of audit, their comments and recommendation on the accounts, records, risks, internal procedures and internal controls of the Company and to discuss the Internal Audit

Reports. The Cost Auditors were also invited whenever the Cost Audit related matters were considered. The minutes of the Audit Committee meetings were also circulated to the Board, discussed and taken note of. All recommendations made by the Audit Committee during the year were accepted by the Board.

Mr. Rohit Baheti is the Chief Financial Officer (whole-time key managerial personnel) of the Company, as per the provisions of Section 203 of the Act, with effect from February 27, 2023. Mr. Baheti was appointed in place of Mr. Sivasish Sen who had resigned from the position of Chief Financial Officer of the Company with effect from January 25, 2023.

Terms of Reference: The terms of reference of the Audit Committee cover all the areas mentioned under Section 177 of the Act and Regulation 18 read together with Part C of Schedule II of the SEBI LODR. The Board has also included in the terms of reference of the Audit Committee the monitoring, implementing and review of risk management plan and decisions taken by the Risk Management Committee constituted under Regulation 21 of the SEBI LODR. The broad terms of reference of the Audit Committee, inter alia, include, review of financial reporting process and all financial results, statements and disclosures and recommending the same to the Board, review the internal audit reports and discuss the same with the internal auditors, review internal control systems and procedures, evaluation of internal financial controls and risk management systems and their effectiveness, to meet the statutory auditors and discuss their findings, their scope of audit, post audit discussion, auditor's independence, adequacy of internal audit functions, audit qualifications, if any, appointment/removal of auditors, changes in accounting policies and practices, if any, reviewing, approval and disclosure of all related party transactions, reviewing with the management the performance of the statutory and internal auditors and their remuneration in compliance with the Act, the SEBI LODR and other legal requirements and compliances, reviewing ongoing litigations and their impact on the Company and compliance with the statutory requirements.

Internal Audit: The Internal Audit Department of the Vesuvius Group conducts the internal audit on a pan-India basis.

Attendance: During the financial year ended on December 31, 2023, 4 (four) meetings of the Audit Committee were held i.e., on February 27, 2023; May 15, 2023; July 26, 2023 and October 30, 2023.



The composition of the Committee and attendance of its Members at the meetings held during the year are as follows:

Name of Director	Position	Category	No. of Meetings		
			Held	Eligible to attend	Attended
Mr. Biswadip Gupta	Chairman	Independent Director	4	4	4
Miss Nayantara Palchoudhuri	Member	Independent Director	4	4	4
Mr. Sudipto Sarkar	Member	Independent Director	4	4	4
Mr. Pascal Genest	Member	Non-Executive Non-Independent	4	4	4

4. Nomination and Remuneration Committee

Constitution and Composition: The Board of Directors of the Company has a qualified and independent Nomination and Remuneration Committee (NRC) as per the provisions of Section 178 of the Act and Regulation 19 of the SEBI LODR. As on December 31, 2023, the NRC consists of four members, of which 3 (three) are Independent Directors namely, Mr. Sudipto Sarkar, Mr. Biswadip Gupta and Miss Nayantara Palchoudhuri and 1 (one) Non-Executive Non-Independent Director, Mr. Patrick Andre. Mr. Sudipto Sarkar is the Chairman of the NRC.

Terms of Reference: The terms of reference of the NRC cover all the areas mentioned under Section 178 of the Act and Regulation 19 read together with Part D of Schedule II of the SEBI LODR. The broad terms of reference of the NRC, inter alia, include, recommending and reviewing the policy relating to remuneration and terms of employment of managing/ whole-time directors and senior management personnel, formulating the criteria and identify persons who may be appointed as directors or senior management of the Company, preliminary evaluation of every Director's performance, Board diversity, recommending draft of the report required under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and any other matters which the Board of Directors may direct from time to time.

Attendance: During the financial year ended on December 31, 2023, 2 (two) meetings of the NRC were held i.e., on February 27, 2023 and June 09, 2023. The composition of the NRC and attendance of its Members at the meetings held during the year are as under:

Name of Director	Position	Category	No. of Meetings		
			Held	Eligible to attend	Attended
Mr. Sudipto Sarkar	Chairman	Independent Director	2	2	2
Mr. Biswadip Gupta	Member	Independent Director	2	2	2
Mr. Patrick Andre	Member	Non-Executive Non-Independent	2	2	2
Miss Nayantara Palchoudhuri	Member	Independent Director	2	2	2

Performance Evaluation: Pursuant to Section 178 of the Act and Regulation 17 of the SEBI LODR, the manner of evaluation specified by the Nomination and Remuneration Committee in line with the evaluation criteria prescribed under the Guidance Note issued by the Institute of Company Secretaries of India and SEBI vide its Circular no. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated January 05, 2017, the Board carried out annual performance evaluation of the Board, its Committees and Individual Directors and expressed its satisfaction with the evaluation process and the result thereof.

The performance evaluation of the Board, its Chairman and the Non-Independent Directors were carried out by the Independent Directors at their separate meeting held on December 06, 2023 and, as intimated, were found satisfactory.

Remuneration Policy: The Remuneration Policy of the Company and the Terms and Conditions of appointment

of Independent Directors are available on the website of the Company www.vesuviusindia.in.

5. Remuneration to Directors

The Non-Executive Independent Directors are entitled to sitting fees for every meeting of the Board or Committee thereof attended by them. They are also entitled to commission not exceeding 1% of the net profits of the Company, in aggregate. The Non-Executive Directors nominated by the holding company are not entitled to any sitting fee and they have also waived their commission on the profits of the Company. The Managing Director does not receive any sitting fees for attending meetings of the Board or any Committee thereof nor does he receive any commission on net profits. None of the Directors had any other pecuniary relationship or transaction with the Company during the financial year ended on December 31, 2023.

Corporate Governance Report (Contd.)

The details of remuneration paid/payable to Directors for the financial year ended on December 31, 2023, are as under:

(Amount in Rs. Lakhs)						
Name of Director	Salary & Allowances	Perquisites /Benefits	Sitting Fees	Commission	Total	Service Contract, etc.
Mr. Biswadip Gupta	-	-	41	32	73	Re-appointed as an independent director upto 24.09.2025
Mr. Nitin Jain	366	17	-	-	383	Term of office valid up to 15.03.2026 and liable to retire by rotation.
Mr. Patrick Andre	-	-	-	-	-	Not liable to retire by rotation
Mr. Henry Knowles	-	-	-	-	-	Liable to retire by rotation
Mr. Pascal Genest	-	-	-	-	-	Liable to retire by rotation
Miss Nayantara Palchoudhuri	-	-	17	29	46	Re-appointed as an independent director upto 24.09.2025
Mr. Sudipto Sarkar	-	-	17	29	46	Re-appointed as an independent director upto 28.04.2024

The commission relates to the financial year ended on December 31, 2023 and shall be paid subsequent to approval of the Annual Audited Financial Statements of the Company for the said financial year. Sitting Fees and Commission are exclusive of GST. Other terms and conditions of appointment of the Non-Executive Directors including criteria for making payments have been disclosed in the Nomination and Remuneration Policy placed on the website of the Company www.vesuviusindia.in. The Company has no separate provision for payment of severance fees in the contract with Mr. Nitin Jain. The Salary and Allowances of Mr. Jain includes Annual Incentive Plan and Mid Term Incentive Plan (AIP/MTP) which relates to the financial year ended on December 31, 2023 but will be paid in 2024. His notice period is three months. The Company does not have any Stock Option Scheme. The Company has obtained a Directors and Officers Liability Insurance Policy covering all Directors and Officers of the Company in respect of any legal action that might be initiated against any Director or Officer of the Company.

6. Corporate Social Responsibility Committee

As required under Section 135 of the Act, the Board of Directors of the Company has a Corporate Social Responsibility Committee (CSR Committee). As on December 31, 2023, the CSR Committee consists of 5 (five) members, including 3 (three) Independent Directors namely, Mr. Biswadip Gupta, Mr. Sudipto Sarkar and Miss Nayantara Palchoudhuri, 1 (one) Executive Director, Mr. Nitin Jain, and 1 (one) Non-Executive Non-Independent Director, Mr. Henry Knowles. Mr. Biswadip Gupta is the Chairman of the CSR Committee.

The terms of reference of the CSR Committee are in conformity with the requirements of Section 135 of the Act and the Rules made thereunder. Corporate Social Responsibility Policy is available on the Company's website www.vesuviusindia.in. The CSR Committee met twice during the year i.e., on February 27, 2023 and October 30, 2023.

The composition of the CSR Committee and attendance of its Members at the meetings held during the year are as under:

Name of Director	Position	Category	No. of Meetings		
			Held	Eligible to attend	Attended
Mr. Biswadip Gupta	Chairman	Independent Director	2	2	2
Mr. Nitin Jain	Member	Managing Director	2	2	2
Mr. Henry Knowles	Member	Non-Executive Non-Independent	2	2	2
Mr. Sudipto Sarkar	Member	Independent Director	2	2	2
Miss Nayantara Palchoudhuri	Member	Independent Director	2	2	2



7. Stakeholders' Relationship Committee

The Company has a Stakeholders' Relationship Committee (SRC) in accordance with the provisions of Section 178 of the Act and Regulation 20 of the SEBI LODR. The Committee considers and resolves grievances of the security holders of the Company, inter alia, grievances in relation to shares, non-receipt of the annual report, dividend, etc., and oversees all matters stipulated in Part of D of Schedule II to the SEBI LODR. As on December 31, 2023, the SRC consists of 5 (five) members, including 3 (three) Independent Directors namely, Mr. Biswadip Gupta, Mr. Sudipto Sarkar and Miss Nayantara Palchoudhuri, 1 (one) Executive Director, Mr. Nitin Jain, and 1 (one) Non-Executive Non-Independent Director, Mr. Henry Knowles. Mr. Biswadip Gupta is the Chairman of the Committee. During the year, only 1 (one) meeting of the Committee was held on February 27, 2023.

The composition of the SRC and attendance of its Members at the meeting held during the year are as follows:

Name of Director	Position	Category	No. of Meetings		
			Held	Eligible to attend	Attended
Mr. Biswadip Gupta	Chairman	Independent Director	1	1	1
Mr. Nitin Jain	Member	Managing Director	1	1	1
Mr. Henry Knowles	Member	Non-Executive Non-Independent	1	1	1
Mr. Sudipto Sarkar	Member	Independent Director	1	1	1
Miss Nayantara Palchoudhuri	Member	Independent Director	1	1	1

Compliance Officer: Mr. Saheb Ali, the Company Secretary of the Company is also the Compliance Officer. Mr. Ali was appointed with effect from June 10, 2023, in place of Mr. Vikram Singh who resigned from the position of Company Secretary and Compliance Officer with effect from June 09, 2023. The Company Secretary is also the Nodal Officer for the purpose of compliance with the requirements of the Investor Education and Protection Fund Rules.

Details of Shareholders' complaints:

No. of complaints remained unresolved as on : 1
January 01, 2023

No. of complaints received during the year : 10

No. of complaints resolved during the year : 11

No. of complaints unresolved as on : NIL
December 31, 2023

The Company supports SCORES by using it as a platform for communication between the SEBI and the Company. There is no pending complaint on the SCORES platform.

Details of Shares dematerialised / rematerialised during the year 2023:

No. of shares dematerialised with NSDL : 9187

No. of shares dematerialised with CDSL : 7928

No. of shares rematerialised : NIL

8. Risk Management Committee

In compliance with Regulation 21 of the SEBI LODR, the Board of Directors of the Company has a Risk Management Committee (RMC) which reviews the Risk Management Policy, the effectiveness and adequacy of the Risk Management Systems of the Company, including cyber security, etc.

The terms of reference of the RMC, inter alia, include formulation of a detailed risk management policy which shall include (a) framework for identification of internal and external risks specifically faced by the listed entity, including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee, (b) measures for risk mitigation including systems and processes for internal control of identified risks, and (c) business continuity plan and other functions specified in Part D of Schedule II to the SEBI LODR.

Corporate Governance Report (Contd.)

The RMC consists of 5 (five) Directors and 3 (three) Senior Management Personnel of the Company. During the financial year ended on December 31, 2023, 3 (three) meetings of the RMC were held i.e., on February 27, 2023, July 26, 2023 and October 30, 2023 and the time gap between any two consecutive Meetings did not exceed 180 days during the year 2023. The composition of the RMC and attendance of its Members at the meetings held during the year are as follows:

Name of Member	Position	Category / Designation	No. of Meetings		
			Held	Eligible to attend	Attended
Mr. Biswadip Gupta	Chairman	Independent Director	3	3	3
Mr. Nitin Jain	Member	Managing Director	3	3	3
Mr. Pascal Genest	Member	Non-Executive Non-Independent	3	3	3
Mr. Sudipto Sarkar	Member	Independent Director	3	3	3
Miss Nayantara Palchoudhuri	Member	Independent Director	3	3	3
Mr. Subrata Roy	Member	Operations Director*	3	3	2
Mr. Rohit Baheti (from May 15, 2023)	Member	Chief Financial Officer	3	2	2
Mr. Kartikaye Krishna (from July 27, 2023)	Member	Legal Director*	3	1	1
Mr. Sivasis Sen (Upto January 25, 2023)	Member	Chief Financial Officer	3	NA	NA
Mr. Vikram Singh (Upto July 26, 2023)	Member	Company Secretary	3	2	2

*They are not directors on the Board of the Company as per the provisions of the Companies Act, 2013.

The Risk Management Policy of the Company is available on the Company's website www.vesuviusindia.in.

9. Board Management Committee

The Board of Directors of the Company has a Board Management Committee (BMC) which has the following terms of reference:

- To review the monthly financial performance indicators and, as required, report the same to the Board of Directors at the Board Meeting.
- To discuss the Quarterly Operating Reports from the Managing Director.
- To assess the culture, values, standards and ethics of the Company, as approved by the Board.
- Any other matter as may be mandated by the Board from time to time.

As on December 31, 2023, the BMC consists of two members namely, Mr. Biswadip Gupta, Chairman and Mr. Nitin Jain, Managing Director of the Company. Meetings of the BMC would normally be held fortnightly and may also be held through video conference.

During the financial year ended on December 31, 2023, 24 (twenty-four) meetings of the Committee were held i.e., on January 02, 2023; January 30, 2023; February 15, 2023; February 24, 2023; March 08, 2023; March 22, 2023; April 18, 2023; April 27, 2023; May 03, 2023; May 15, 2023; June 09, 2023; June 21, 2023; July 21, 2023; July 26, 2023; August 03, 2023; August 28, 2023; September 08, 2023; September 26, 2023; October 16, 2023; October 30, 2023; November 08, 2023; November 24, 2023; December 11, 2023 and December 22, 2023.

The composition of the BMC and attendance of its members at the meetings during the year are as follows:

Name of Member	Position	Category / Designation	No. of Meetings		
			Held	Eligible to attend	Attended
Mr. Biswadip Gupta	Chairman	Independent Director	24	24	24
Mr. Nitin Jain	Member	Managing Director	24	24	24



10. Senior Management

Particulars senior management of the Company as on December 2023, are as follows:

Name	Designation
Mr. Rohit Baheti	Chief Financial Officer & Finance Director*
Mr. Subrata Roy	Chief Operating Officer & Operations Director*
Mr. Shashi Kumar	Chief Marketing Officer & Commercial Director*
Mr. Akash Sharma	Director Marketing & Technology*
Mr. Kartikaye Krishna	Legal Director*
Mr. Nilkantha Brahmachari	Director Marketing & Technology*
Mr. Rohit Khandelwal	HR Director*
Mr. Saheb Ali	Company Secretary & Compliance Officer

*They are not directors on the Board of the Company as per the provisions of the Companies Act, 2013.

During financial year under review there were following changes:

Mr. Rohit Baheti was appointed as the Chief Financial Officer of the Company w.e.f. February 27, 2023, in place of Mr. Sivasish Sen who resigned w.e.f. January 25, 2023. Mr. Saheb Ali was appointed as the Company Secretary & Compliance Officer of the Company w.e.f. June 10, 2023, in place of Mr. Vikram Singh who resigned w.e.f. June 09, 2023. Mr. Kartikaye Krishna was appointed on June 01, 2023 as Legal Director. Mr. Rohit Khandelwal was appointed on October 16, 2023 as HR Director in place of Mr. Rajeev Chalana who left the Company on June 30, 2023. Mr. Akash Sharma was promoted as Director Marketing & Technology w.e.f. July 01, 2023.

11. General Body Meetings

Particulars of last three Annual General Meetings are given below:

Financial Year	Date of AGM	Location	Time	Special Resolution passed
December 31, 2020	April 27, 2021	Video Conferencing	12:00 Noon	None
December 31, 2021	May 06, 2022	Video Conferencing	1:30 P.M.	None
December 31, 2022	May 03, 2023	G. D. Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019	10:30 A.M.	None

Details of Special Resolution passed through Postal Ballot:

During the year ended on December 31, 2023, no special resolution was passed through postal ballot.

No special resolution is proposed to be conducted through postal ballot.

News releases, presentations: Official news releases and official media releases, if any, are generally sent to Stock Exchanges and are also available on the website of the Company.

Presentations to institutional investors / analysts:

The Company has organised an Annual Meeting with its investors, including institutional investors and financial analysts on May 03, 2023. The audio recordings and transcript of the meeting sent to Stock Exchanges and are also available on the website of the Company.

Website: The Company's website (www.vesuviusindia.in) contains a separate dedicated section 'Investors' where shareholders' information are available. The Company's website is being revamped to provide easy access and friendly interface to the investors.

Annual Report: The Annual Report containing, inter alia, Audited Financial Statement, Board's Report, Auditors' Report and other important information is circulated to the members and others entitled thereto. The Management Discussion and Analysis Report forms

12. Means of Communication

Quarterly financial results: The Company's quarterly / half-yearly / annual financial results are filed with the Stock Exchanges on NSE Electronic Application Processing System (NEAPS) and BSE Corporate Compliance & Listing Centre (the Listing Centre) and are available on their websites, www.nseindia.com and www.bseindia.com. They are also available on the website of the Company www.vesuviusindia.in. The financial results of the Company are also published in the Business Standard and in Sanbad Pratidin / Aaj Kaal, the day after the Board Meeting where the results are approved.

Corporate Governance Report (Contd.)

Annual Report. The Annual Report is also available on the website of the Company. Apart from the Annual Report and Notices of the General Meetings, etc., the Company sends quarterly results to all Members whose emails are registered with the Company/its RTA or the Depository Participants.

Letters/e-mails to Investors: The Company addressed various investor-centric letters / e-mails to its shareholders during the year. These include reminders for claiming unclaimed / unpaid dividend from the Company; dematerialisation of shares, updating e-mail, PAN and bank account details. The Company sends intimation to all concerned shareholders in February of each year by ordinary post informing them about their unclaimed dividends for past years. Individual reminder letters are also sent to the concerned shareholders whose dividend and/or equity shares are due for transfer into IEPF Account/IEPF Demat Account, as the case may be, at least 3 months before the due date of such transfer and appropriate advertisements are also given in the newspaper with respect to the same.

SEBI Complaints Redress System (SCORES): Investor complaints are processed at SEBI in a centralised web-based complaints redress system. The salient features of this system are centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaints and their current status.

Address for communication: All communication, service requests, queries, such as, change of address, bank mandates, nominations, etc. should be addressed to the Registrar and Share Transfer Agents (RTA) of the Company at the following address:

C B Management Services (P) Limited [Unit: Vesuvius India Limited] P-22 Bondel Road, Kolkata 700 019

Phone: (033) 40116700; 40116718; 40116724

Fax: (033) 4011 6739

Email: ranjanm@cbmsl.co, ranarc@cbmsl.co

Web site: www.cbmsl.com

Service requests/complaints, if any, may also be addressed to the Company Secretary at the Registered Office of the Company at P-104, Taratala Road, Kolkata 700088 or sent by email at vesuviusindia@vesuvius.com.

Shareholders are encouraged to correspond with the RTA and the Company via email to speed up response, reduce paperwork and to help the Company to redress complaints faster. Shareholders are requested to mention their Folio nos./DP-ID and Client ID, mobile number and their Email ID for a prompt response. However, for instructions like change of bank mandate, change of address, transfers/transmission of shares, etc. letters duly signed by the shareholders should be sent to the Company/RTA. In case of email communication, the Company/RTA respond to only those emails which are registered with the Company/RTA/Depositories.

The SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024 upon completion of all the documents/details in entirety as mentioned above. Copies of relevant forms are available on the website of the Company at www.vesuviusindia.in or of the Company's RTA at www.cbmsl.com.

The shareholders, holding shares in physical form, are requested to update these information/details at the earliest to get the timely payment of the proposed dividend and also the dividend for the earlier years, if any, remained unclaimed.

13. General Shareholder Information

Date, time & venue of the Annual General Meeting:

Financial Year	Day & Date	Venue	Time
2023	Thursday, April 18, 2024	G D Birla Sabhaghar, 29, Ashutosh Chowdhury Avenue, Kolkata 700019	10:00 A.M. (IST)

The Board of Directors of the Company has decided to convene the 33rd Annual General Meeting (AGM) of the Company in physical mode to facilitate its shareholders to have direct interaction with the Board and the Management of the Company.

Record Date and Cut Off Date:

Record Date and Cut Off Date is Thursday, April 11, 2024, for determining members who will be entitled to receive dividend proposed to be declared at the ensuing AGM of the Company and will also be entitled to avail the facility of remote e-voting as well as e-voting at the AGM venue.



Electronic Voting:

Pursuant to Section 108 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI LODR and all other notifications/ circulars as may be applicable, voting at the ensuing AGM will be made through electronic mode.

Financial Year:

The Company follows January 01 to December 31 as its financial year.

In terms of section 2(41) of the Act, by an Order dated January 07, 2016, passed by then Hon'ble Company Law Board, Kolkata Bench, the Company has been allowed to retain and follow January 01 to December 31 as its financial year.

Calendar of the financial year ending on December 31, 2024 (Tentative)

Results for the quarter ending March 31, 2024	– Last week of April, 2024
Results for the quarter ending June 30, 2024	– Fourth week of July, 2024
Results for the quarter ending September 30, 2024	– Last week of October, 2024
Results for the quarter ending December 31, 2024	– Last week of January, 2025

Dividend payment date:

The Board of Directors of the Company have recommended 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 in the Company for the financial year ended on December 31, 2023, subject to the approval of the Members at the ensuing AGM. The dividend, if declared, will be deposited in a separate bank account within five days from the date of declaration and will be paid within May 10, 2023, to those shareholders who are Members of the Company as on the Record Date, as stated above, through electronic transfer to those who have furnished their KYC and bank account details to the Company / its RTA and to the Members who have not updated their KYC and bank account details, dividend shall be paid to them electronically only upon completion of KYC and bank account details.

Details of Listing of Equity Shares and Stock Code:

National Stock Exchange of India Limited (NSE)	BSE Limited (BSE)
Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra – Kurla Complex, Bandra (E), Mumbai 400 051.	Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001.
Scrip Code: VESUVIUS	Scrip Code: 520113

The ISIN number allotted to the Company (for equity share) is **INE 386A01015**.

Listing Fees

Annual listing fee for the year 2023-24 has been paid by the Company to National Stock Exchange of India Limited and BSE Limited.

Market Price Data (Face value of Rs.10 each):

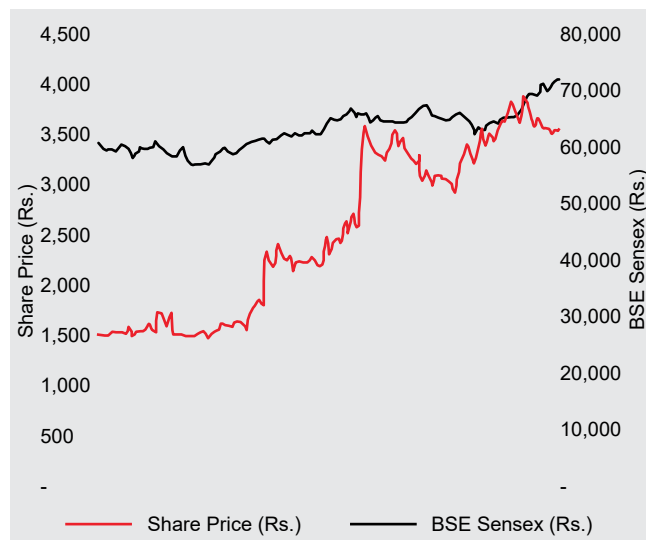
NSE and BSE market price during the financial year ended on December 31, 2023

(Price in Rs.)

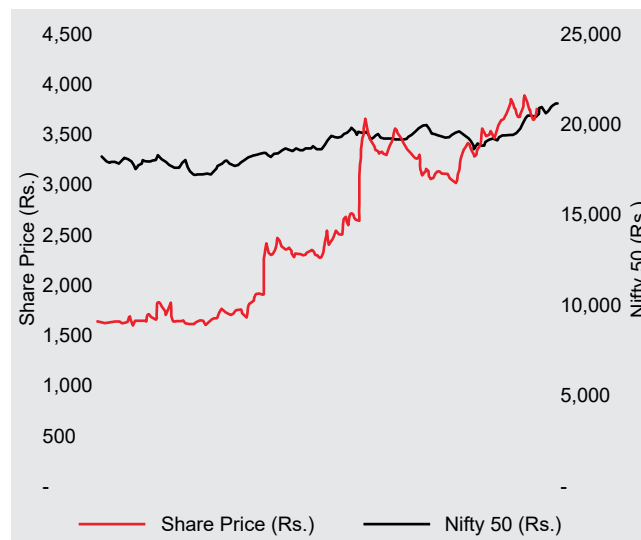
Months	NSE			BSE		
	High	Low	Volume	High	Low	Volume
January, 2023	1,668.80	1,565.10	1,45,858	1680.00	1521.05	7285
February, 2023	1,858.00	1,580.10	4,81,351	1871.55	1580.90	33844
March, 2023	1,649.00	1,527.20	1,59,234	1649.10	1500.00	9246
April, 2023	1,745.00	1,620.05	1,16,497	1799.95	1618.55	8057
May, 2023	2,504.65	1,635.00	9,01,676	2505.10	1613.05	53798
June, 2023	2,448.00	2,191.00	3,51,119	2444.30	2189.15	27419
July, 2023	3,699.80	2,350.00	11,24,435	3694.00	2331.00	85069
August, 2023	3,738.00	3,252.20	5,80,839	3725.00	3252.90	76579
September, 2023	3,411.00	3,019.00	2,12,177	3428.95	3011.05	12571
October, 2023	3,692.50	2,978.15	2,49,108	3,674.95	2,983.00	22763
November, 2023	3,971.00	3,429.00	2,74,837	3,955.00	3,432.45	16693
December, 2023	3,944.90	3,526.05	1,75,664	3,947.80	3,530.00	12501

Corporate Governance Report (Contd.)

Bombay Stock Exchange - The Company's Share Price vs BSE Sensex

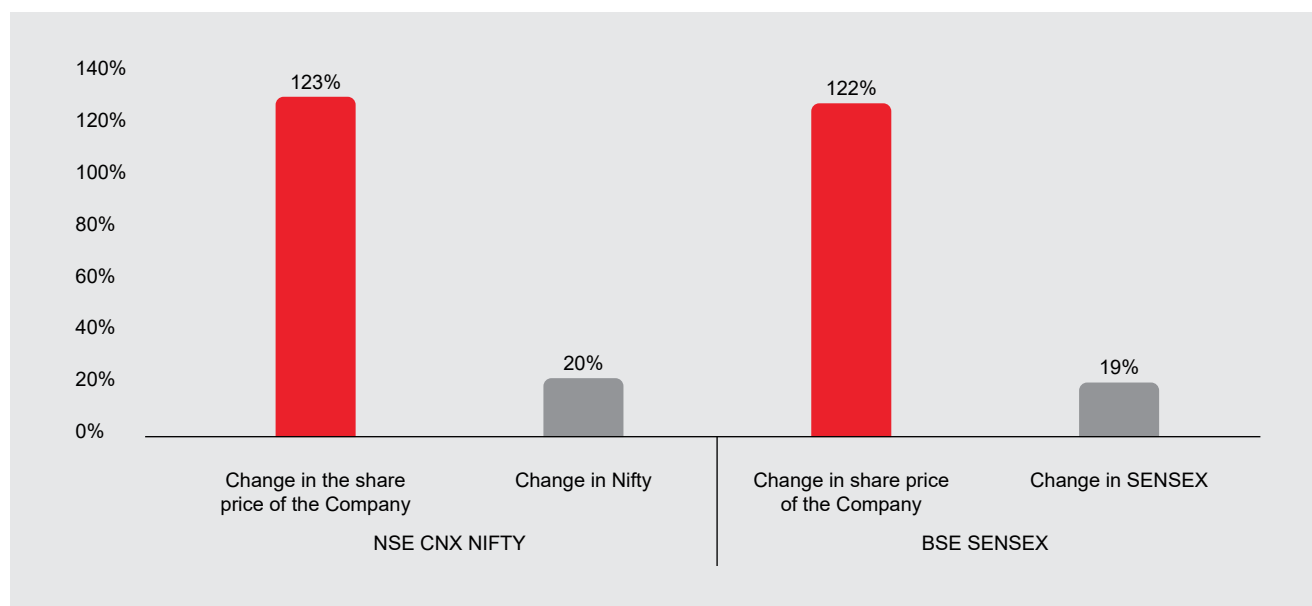


National Stock Exchange - The Company's Share Price vs Nifty 50



Stock Performance in comparison to broad-based indices

Financial year	NSE CNX NIFTY		BSE SENSEX	
	Change in the share price of the Company	Change in Nifty	Change in share price of the Company	Change in SENSEX
2023	123%	20%	122%	19%



Depositories

National Securities Depository Limited
Trade World, 4th Floor, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel, Mumbai - 400013.

Central Depository Services (India) Limited
Marathon Futorex, A-Wing, 25th Floor, NM Joshi Marg,
Lower Parel, Mumbai - 400013.

Registrar & Share Transfer Agents:

The share management work, both physical and demat, is being handled by the Registrar and Share Transfer Agent (RTA), CB Management Services (P) Limited and their address is given below:



CB Management Services (P) Limited

P-22 Bondel Road, Kolkata 700 019

Phone : (033) 40116700; 40116718; 40116724 **Fax :** (033) 4011 6739

Email : anjanm@cbmsl.co and ranarc@cbmsl.co **Website :** www.cbmsl.com

Contact person – Mr. Ranjan Mitra and Mr. Rana Roy Choudhury

Share Transfer and Transmission System:

As mandated by SEBI, securities of the Company can be transferred / traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation.

The Company has received a certificate from a Company Secretary in Practice, certifying that during the year, all certificates / Letters of confirmation for transfer, transmission, transposition, subdivision, consolidation, renewal, exchange and change/deletion of names of shareholders, were issued as per the requirements of Regulation 40(9) of the SEBI LODR. The said certificate was duly filed with the Stock Exchanges.

As per the SEBI mandated, listed companies shall issue 'letter of confirmation(s)' in lieu of physical securities certificate(s) while processing shareholders' requests such as, transmission, transposition, subdivision, consolidation, renewal, exchange and change/deletion of names of shareholders. The securities holders/claimants are required to apply for dematerialisation of securities on the basis of the 'letter of confirmation(s)' within a period of 120 days from the date of its issuance.

Distribution of shareholding as on December 31, 2023:

Shares held	Number of Shareholders	Percentage	Number of Shares held	Percentage
1 – 500	21,337	96.57	10,93,165	5.39
501 – 1000	333	1.51	2,51,951	1.24
1001 – 5000	316	1.43	6,53,421	3.22
5001 – 10000	41	0.19	3,12,384	1.54
10001 and above	67	0.30	1,79,85,159	88.61
Total	22,094	100.00	2,02,96,080	100.00

Dematerialisation of shares and Liquidity as on December 31, 2023:

Shares held	Number of shareholders	Percentage	Number of Shares held	Percentage
Demat with CDSL	10,599	47.97	7,81,358	3.85
Demat with NSDL	10,460	47.34	1,93,47,813	95.33
In Physical mode	1,035	4.69	1,66,909	0.82
Total	22,094	100.00	2,02,96,080	100.00

Shareholding pattern as on December 31, 2023:

Particulars	Number of Shares held	Percentage
Vesuvius Group Limited - U.K. (Promoter)	1,12,77,650	55.57
Non - Resident Indians	85,323	0.42
Alternative Investment Fund	1,49,096	0.73
Foreign Portfolio Investors	3,51,980	1.73
Nationalised & Other Banks	500	0.00
Mutual Funds	45,73,581	22.53
Bodies Corporate	6,02,312	2.97
LLP	50,225	0.25
Individuals & Others	31,13,027	15.34
Investor Education & Protection Fund	92,352	0.46
Clearing Member with Depositories	34	0.00
Total	2,02,96,080	100.00

No pledge has been created over the Equity Shares held by the Promoter as on December 31, 2023.

Corporate Governance Report (Contd.)

Status of Unpaid Dividend

(Amount in Rs. Lakhs)

Dividend for the financial year	Total amount of dividend	Amount of unpaid dividend as at 31.12.2023	Due date of transfer to IEPF
2016	1,319	9	June 08, 2024
2017	1,370	7	May 10, 2025
2018	1,421	7	May 24, 2026
2019	1,421	9	October 24, 2027
2020	1,421	7	May 26, 2028
2021	1,624	7	June 05, 2029
2022	1,674	8	June 02, 2030

Unclaimed Dividends/Shares Transferred to IEPF under sections 124 and 125 of the Companies Act, 2013:

In terms of the provisions of Sections 124, 125 of the Act, read with Rules made thereunder, and circulars, if any, the dividend for the financial year ended on December 31, 2015, declared at the 25th Annual General Meeting of the Company held on May 04, 2016, which remained unclaimed for 7 (seven) consecutive years, amounting to Rs. 9 Lakhs had been transferred to the IEPF account of the Central Government in the month of June 2023.

As per the aforesaid provisions, the Company had also transferred the shares [in respect of which dividends remained unclaimed for a period of 7 (seven) consecutive years as on the due date i.e., June 05, 2023] to the Demat Account of IEPF Authority.

How to claim dividend/shares transferred to IEPF:

The members who have a claim on the above dividends and shares may claim the same from the IEPF Authority by submitting an online application in web Form No. IEPF-5 which is available on the website www.iepf.gov.in and sending a physical copy of the same, duly signed by them to the Company, along with requisite documents enumerated in the Form No. IEPF-5. However, as per the communication issued by IEPF Authority on July 20, 2022, such members/claimants are advised to approach the Company for issue of Entitlement letter along with all the required documents before filing of claim(s) with the Authority.

Details of dividends/shares so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: www.iepf.gov.in. Such details are also available on the website of the Company at www.vesuviusindia.in.

Unclaimed dividend/shares to be transferred to IEPF in 2024:

Pursuant to the aforesaid provisions, the Company is required to transfer the unpaid dividend amounts, which remained unclaimed for 7 (seven) years from the date of transfer of such amounts to Unpaid/ Unclaimed Dividend Account to Investor Education and Protection Fund (IEPF) Account. In order to comply with the same, the Company shall transfer the dividend declared at the 26th Annual General Meeting of the Company held on May 12, 2017, to IEPF of the Central Government in June, 2024. Further, the shares in respect of which dividend remains unclaimed for a period of 7 (seven) consecutive years shall also be transferred to the Demat Account of the IEPF Authority in June, 2024. Individual reminder letters have been sent to the concerned shareholders by registered post on January 29, 2024 and newspaper notice has also been published on February 08, 2024 in this regard. The concerned shareholders are requested to lodge their claims with the Company's RTA, CB Management Services (P) Limited, immediately and claim their dividend on or before May 20, 2024, failing which, their unclaimed dividend and shares would be transferred to IEPF Account/IEPF Demat Account, as the case may be.

Unclaimed Shares:

As on December 31, 2023, there were no shares of any shareholder lying unclaimed with the Company or lying in the suspense account. The disclosures required to be given under Regulation 34(3) read with Para F of Schedule V of the SEBI LODR are therefore not applicable.



Factory/Plant Location:

Location	Product Range
Kolkata Factory P-104, Taratala Road Kolkata 700 088	• Monoblock Stoppers • Ladle Shrouds • Sub-entry Nozzles • Tundish Nozzles • Sub-entry Shrouds • Purge Plugs • Slide Gate plates • Collector Nozzles • Slide Gate machines and machine parts assembly
Visakhapatnam Factories First Factory: Plot No. 13, 14 & 15, Block "E" IDA Autonagar, Visakhapatnam 530 012	• Gunning & Shortcrete refractory • Insulating castables • Conventional castables • Self-flow castables • Ultra-low cement & low cement castables • Mortars • No cement castables
Second Factory: Survey No 90 & 98, Part, Block G, Industrial Park, Fakirtakya Village, Autonagar, Visakhapatnam 530 012	• Precast shapes • Taphole clay
Mehsana Factory 212/B, G.I.D.C Estate Mehsana 384 002, Gujarat	• Crucibles

Investors' Correspondence:

Company Secretary
Vesuvius India Limited
P – 104, Taratala Road, Kolkata – 700088
Tel: 033 6109 0500 / 033 6109 0611

The Company has designated vesuviusindia@vesuvius.com (email id) exclusively for the purpose of registering complaints by investors.

14. Disclosures

- a. The Company does not have any materially significant related party transaction, which may have potential conflict with the interests of the Company at large. All the transactions with related parties are in the ordinary course of business and on arm's length basis and have been disclosed separately in the Notes to the Financial Statements. The Related Party Policy is available on the Company's website www.vesuviusindia.in.
- b. There were no instances of any non-compliance by the Company related to capital markets during the year under review and no penalties or strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.
- c. The Company has established a vigil mechanism system and has in place a Whistle Blower Policy namely "Speak Up and Incident reporting (Whistle Blowing) Policy", a copy of which is available on the Company's website www.vesuviusindia.in. Adequate safeguards have been provided against the victimisation of persons who use the vigil mechanism. All persons have been given direct access to the Chairman of the Audit Committee to lodge their grievances. No person has been denied access to the Audit Committee to lodge their grievances.
- d. The financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). All the Ind AS issued and notified by the Ministry of Corporate Affairs till the date of the financial statements have been considered in preparing these financial statements.
- e. The Company has appropriately complied with all mandatory requirements under the SEBI LODR. The Company has also complied with the non-mandatory (discretionary) requirements under the SEBI LODR except that the Company

Corporate Governance Report (Contd.)

does not bear the expenses of the Chairman's Office and does not send the half-yearly financial performance to each household of shareholders who have not registered their Email ID with the Company or the Depository Participants.

- f. The Company doesn't have any subsidiary company and therefore corresponding disclosures including framing of policy on 'material' subsidiary have not been made.
- g. The Company has laid down a Risk Management Framework which is in consonance with the Risk Management Policy of the Company for assessment and minimisation of risk and the same are periodically reviewed by the Risk Management Committee of the Board. The Risk Management Policy is available on the website of the Company www.vesuviusindia.in.

Further, the Company has adequate internal control systems to identify risks at the appropriate time and to ensure that the executive management controls the risk through a properly defined framework. The Company's products are not in the nature of commodity and hence there is no commodity price risk.

- h. There have been no public issues, rights issues, preferential allotment or qualified institutional placement or other public offerings during the past five years. The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments. Hence corresponding disclosures have not been made.
- i. A certificate has been obtained from M/s. Anjan Kumar Roy & Co., Practicing Company Secretaries confirming that none of the Directors of the Company have been debarred or disqualified by Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as director of the Company and the same forms part of the Annual Report.
- j. All recommendations made by the Committees of the Board during the year were accepted by the Board. During the financial year ended on December 31, 2023, there was no such instance wherein the Board had not accepted any recommendation of any committee of the Board.
- k. Details of total fees for all services paid by the Company on a consolidated basis, to the Statutory Auditors and all entities in the network firm/network entity of which the Statutory Auditors are a part, given below:

Financial Year ended on December 31, 2023	Amount (Rs. in Lakhs)
Statutory audit	45
Group reporting	17
Limited review of quarterly results	12
Audit of tax accounts	16
Certificates	2
Reimbursement	8
Total	100

- l. The disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are given in the Board's Report.
- m. In terms of the SEBI LODR, the Management Discussion and Analysis Report forms part of the Annual Report. Details of significant changes in key financial ratios, along with detailed explanations thereof (including details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof) have been adequately made under the Management Discussion and Analysis Report.
- n. No presentations were made to institutional investors and analysts during the year. However, an 'Investors Meet' was hosted by the Company on May 03, 2023, in Kolkata. The audio recording and transcript of the same are available on the website of the Company.
- o. The Company doesn't have any subsidiary company. No loan / advance was given to any firms / companies in which directors are interested.
- p. The Company has duly complied with the requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI LODR.
- q. The CEO & CFO Certification for the financial year ended on December 31, 2023, forms part of the Annual Report.
- r. Other items which are not mentioned in this Report are mentioned in the Board's Report and those items which are not applicable to the Company have not been separately commented upon.
- s. The Company has not entered into any agreement as referred to under Regulation 30A of the SEBI LODR.

For and on behalf of the Board of Directors
Vesuvius India Limited

Place: Kolkata
Date: February 09, 2024

Biswadip Gupta
Chairman
(DIN: 00048258)



Certificate of Non-Disqualification of Directors

Annexure II

Anjan Kumar Roy & Co.

Company Secretaries

A Peer Reviewed Firm

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

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members

M/s. Vesuvius India Limited

P-104, Taratala Road

Kolkata – 700 088

We have examined the relevant registers, records, forms, returns and disclosures from the Directors of Vesuvius India Limited having CIN L26933WB1991PLC052968 and having registered office at P-104, Taratala Road, Kolkata – 700088 (here in after referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on December 31, 2023 have been debarred or disqualified from being appointed or from continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sl. No.	Name of Director	DIN	Date of appointment in Company
1	Mr. Biswadip Gupta	00048258	September 07, 1991
2	Mr. Patrick Georges Felix Andre	07619754	August 08, 2016
3	Mr. Nitin Jain	07934566	March 16, 2021
4	Mr. Henry James Knowles	08751453	June 03, 2020
5	Mr. Pascal Herve Martin Marie Genest	09473571	February 24, 2022
6	Ms. Nayantara Palchoudhuri	00581440	March 27, 2015
7	Mr. Sudipto Sarkar	00048279	July 26, 2005

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Anjan Kumar Roy & Co.
Company Secretaries

Anjan Kumar Roy
Proprietor
FCS No. 5684
CP. No. 4557

Place: Kolkata
Date: February 09, 2024

UDIN: F005684E003384708
Peer Review Certificate No.: 869/2020

Certificate on Corporate Governance

Annexure III

Anjan Kumar Roy & Co.

Company Secretaries

A Peer Reviewed Firm

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

Certificate on Corporate Governance

[Pursuant to Clause E of SCHEDULE V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

The Members

M/s. Vesuvius India Limited

P-104, Taratala Road

Kolkata – 700 088

- A. We have conducted an audit of compliance of corporate governance norms and procedures of M/s. Vesuvius India Limited (CIN: L26933WB1991PLC052963), having its registered office at P-104, Taratala Road, Kolkata – 700 088 (here in after referred as “the Company”) for the Financial Year ended December 31, 2023, pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with other applicable provisions of law during the aforesaid period.
- B. That our audit is an independent audit of compliance of corporate governance norms and procedures as maintained by the Company. That compliance of corporate governance norms and procedures is the responsibility of the Company. That our audit is neither an opinion on financial statements of the Company nor on future viability of the Company or on effective management of the Company.
- C. In our opinion and to the best of our understanding, based on the records, documents, books and other information furnished to us during the aforesaid audit by the Company, its officers and agents, we confirm that the Company has complied with the corporate governance norms and procedures, as referred above and to the extent applicable to the Company, during the aforesaid period under scrutiny.

For, Anjan Kumar Roy & Co.

Company Secretaries

Anjan Kumar Roy

Proprietor

FCS No. 5684

CP. No. 4557

UDIN: F005684E003384708

Peer Review Certificate No.: 869/2020

Place: Kolkata

Date: February 09, 2024



Certificate by the Managing Director and Chief Financial Officer

Annexure IV

Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Vesuvius India Limited ("the Company") to the best of our knowledge and belief, hereby certify that:

- A. We have reviewed the financial statements and cash flow statement for the year ended December 31, 2023, and that to the best of our knowledge and belief:
 1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee that there has been no:
 1. significant changes in internal control over financial reporting during the year;
 2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 3. instances of significant fraud which we have become aware and the involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Kolkata
Date: February 09, 2024

Rohit Baheti
Chief Financial Officer

Nitin Jain
Managing Director
(DIN: 07934566)

Managing Director's Certificate on Compliance with the Code of Conduct

Annexure V

Declaration under Regulation 34(3) read with Part D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Vesuvius India Limited ("the Company") has adopted the Code of Conduct for its Board Members and Senior Management Personnel and the same is available on the website of the Company.

Pursuant to Regulation 34(3) read with Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby declared that all Members of the Board of Directors and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended on December 31, 2023.

Place: Kolkata
Date: February 09, 2024

Nitin Jain
Managing Director
(DIN: 07934566)

Business Responsibility & Sustainability Report (BRSR) Preface

Annexure VI

Sustainable Growth

Vesuvius India Limited-Sustainability Journey and Business Responsibility & Sustainability Report (BRSR)-2023



Our Purpose

Vesuvius is a global leader in molten metal flow engineering and technology, serving process industries operating in challenging high-temperature conditions.

We envision beyond the present, developing innovative solutions that will shape the future for all. Our commitment involves providing products and services that empower our customers to enhance the safety, efficiency, and sustainability of their industrial processes.

Consequently, we offer our employees a secure and inclusive work environment where acknowledgment, development, and fair compensation of their efforts are priorities. Our commitment is centered on achieving sustainable and profitable growth, ultimately delivering shareholders an exceptional return on their investment.



EcoVadis rating Gold



**Vesuvius adheres to
UN Global compact**



**Vesuvius follows
GRI Standard**



Introduction: Think beyond. Shape the future.

Welcome to our Second BRSR Report. We genuinely appreciate your interest in the journey of Vesuvius.

Climate change stands out as the paramount challenge of our era. The urgency lies in our ability to coexist and progress without exhausting the vital resources essential for the future. If we fail to master sustainable development practices, the unchecked trajectory of climate change has the potential to propel us towards severe and far-reaching consequences. Addressing climate change extends beyond mere environmental conservation; it is a profound social responsibility. Achieving a dynamic equilibrium between human activities and the intricate systems of the natural world is essential. It calls for a harmonious balance where societal advancements and environmental preservation align, acknowledging the interconnectedness of human well-being and the health of the planet. The imperative is not only to protect our environment but to cultivate a responsible and sustainable cohabitation with the Earth, ensuring the sustainable future of both our societies and the ecosystems we inhabit.

Sustainability serves not merely as a policy but as foundational principles shaping the conduct of our company's business and everyday operations. To translate policy into action, Vesuvius Group made a commitment in 2020 by endorsing and becoming a global signatory to the **United Nations Global Compact (UNGC)**. Since that commitment, we have wholeheartedly dedicated ourselves to pursuing initiatives that advance the fundamental principles outlined by the UNGC, encompassing **Human Rights, Labor Standards, Environmental stewardship, and Anti-Corruption**.



Vesuvius and the United Nations Global Compact

In Vesuvius, our business is attuned to the prevailing global priorities and direction, as articulated by the United Nations' 10 principles pertaining to human rights, labor welfare, environmental stewardship, and anti-corruption commitment. This alignment serves as a validation of the

principles that guide our business practices, underscoring our comprehensive commitment to ethical, progressive conduct and responsible management.

In lieu with this commitment, Vesuvius has pledged unwavering support to align its business around the framework of UN Sustainable Development Goals (SDGs).



Vesuvius and the UN Sustainable Development Goals

As an organisation with a forward-looking perspective, Vesuvius has established a structured organisational framework to actively pursue the attainment of Sustainable Development Goals (SDGs). This framework encompasses the following key priorities:

1. Clarity in SDG Achievement:

The attainment of SDGs is clearly articulated and documented within the organisation to ensure organisational understanding and commitment.

2. Board Oversight and Review:

The priority of SDG achievement undergoes periodic reviews by the Board of Directors. Management heads,

responsible for specific aspects, furnish relevant supporting documentation during these reviews.

3. Articulated, Shared, and Measured Targets:

SDG achievement is associated with specific targets that are clearly articulated, shared across the organisation, and systematically measured. This approach encourages widespread participation throughout the organisation.

4. Benchmarking Against Standards:

The accomplishment of SDGs is benchmarked against the highest available standards, ensuring that the organisation strives for excellence in its sustainability efforts.

BRSR Preface (Contd.)

5. Transparent Reporting in Annual Report:

Progress toward achieving SDGs is reported transparently in the Annual Report, promoting accountability and providing stakeholders with a comprehensive overview of the organisation's sustainability performance.

6. Enunciation of Seven SDGs:

The organisation has clearly outlined seven SDGs, comprising four priority goals and three supporting goals. These goals are specifically relevant to Vesuvius India's business and represent areas where the company can make meaningful contributions to sustainable development.

By prioritising these seven key components, Vesuvius India is actively driving its commitment to achieving SDGs, fostering transparency, accountability, and impactful contributions to sustainable development.

Our priority SDGs



Goal 8: Promote sustained, inclusive, and sustainable economic growth, full and productive employment and decent work for all

Goal 9: Build resilient infrastructure, promote inclusive and sustainable industrialisation and foster innovation

Goal 12: Ensure sustainable consumption and production patterns

Goal 13: Take urgent action to combat climate change and its impacts

Our supporting SDGs



Goal 3: Ensure healthy lives and promote well-being for all at all ages

Goal 5: Achieve gender equality and empower women and girls

Goal 6: Ensure availability and sustainable management of water and sanitation for all

Our Sustainability Journey

Vesuvius India is a leading manufacturer and supplier of refractory consumable products and engineering solutions crucial to the effectiveness of steelmaking and metal casting processes. Our sustainability

commitment involves assisting customers in enhancing the safety, energy efficiency, yield, and reliability of their operations. We work closely with advanced steelmakers daily, collaborating to develop refractory products tailored for the future of green steelmaking and casting processes.

Central to our strategy is the de-carbonisation of the steel and casting industries. At Vesuvius India, we are confident that by integrating sustainability into every facet of our business and strategy, we can amplify the value we deliver to customers, shareholders, and employees, building upon our past successes.

Our enduring success is intricately linked to our sustainability initiatives, primarily focusing on aiding customers in enhancing operational performance to meet their sustainability goals. Simultaneously, we aim to contribute positively to the communities where we operate and nurture our workforce, fostering diverse, engaged, and high-performing teams to drive our mission.

In 2020, we formally launched our Sustainability strategy, consolidating all environmental, social, and governance initiatives into a cohesive program. We established a new governance structure to support our objectives and defined a set of targets guiding our efforts. The strategy is structured around four pillars: **our planet, our customers, our people, and our communities**, identifying ten key focus areas across these pillars. This holistic approach underscores our commitment to sustainability across all aspects of our operations.

Building on the remarkable initiatives of 2021, our commitment to sustainability extends into 2022. This marked a significant milestone for Vesuvius India as it published the inaugural SEBI-mandated Business Responsibility and Sustainability Report (BRSR) alongside the Annual Report. The targets for 2022 were thoughtfully crafted and shared comprehensively with all internal stakeholders to foster a unified understanding of Key Performance Indicators (KPIs), subject to regular review by the Board. Throughout 2022, our concentrated efforts remained steadfast in the following areas:

- Reducing Scope 1 and Scope 2 emissions as a continuous effort.
- Switching to carbon-free electricity on our sites wherever possible. In 2022, the company had initiated commissioning of rooftop solar plant at three of its manufacturing locations. At the exit of 2022, two out of the three plants started generating power which was consumed by the company as captive.



- Assessing new product developments and technologies based on their safety and environmental benefits. Significant enhancement in productivity has been achieved by extending casting length via a novel design of refractory.
- Supporting education for women in scientific fields. As part of an extensive CSR initiative, Vesuvius India delivered supplementary and remedial educational support to children, along with life skill education to enhance essential psychosocial skills. The program encompassed a Spoken English Course, Basic Computer Training, and crucial Career Counselling for adolescents.
- Increasing gender diversity in the management team forming a long-term commitment.
- Increasing employee engagement.
- Undertaking environmental impact analysis of capital expenditure; with the internal price of CO₂e emissions reviewed every year.
- Achieving various ISO certifications pursuing overall sustainability goals for all our manufacturing sites.
- Engaging key suppliers to educate about our sustainability ambitions.

As we approached the close of 2022, a thorough re-evaluation of our targets and accomplishments for 2023 took place. Anchored in the Group's overarching commitments to Our Planet, Our Communities, Our People, and Our Customers, Vesuvius India outlined four key strategic priorities for the future. Recognising our pivotal role in the ongoing endeavor to decarbonise the steel and metal casting industry, we acknowledged the intricate nature of our responsibilities. Hence, in formulating these priorities, we adopted a holistic approach, intertwining environmental stewardship with social commitments. The strategic priorities are as follows:

- Becoming a Zero Accident company
- Reducing our scope 1 and scope 2 CO₂e emissions to reach net zero by 2050
- Helping our customers reduce their own CO₂e emissions
- Increasing gender diversity throughout our company

The collaborative efforts and achievements of Vesuvius PLC, inclusive of the performance of Vesuvius India, have garnered formal external recognition. Notably, our MSCI rating advanced from BBB to AA, signifying noteworthy progress. Additionally, our EcoVadis rating elevated from Silver to Gold, underscoring our commitment to sustainable practices. Vesuvius PLC received an additional accolade by achieving a Grade B in its inaugural submission to the Carbon Disclosure Project (CDP), recognising our noteworthy contributions to climate leadership within the business sector.

2023 Highlights of Our Sustainability Priorities

Building on the unequivocal successes of previous years, Vesuvius India takes pride in showcasing the highlights of the key objectives and priorities of its sustainability initiatives for FY 2023. These endeavors undoubtedly establish the foundational pillars for a better tomorrow, encompassing "Our Planet, Our Customers, Our People, and Our Communities."

Our planet

Our commitment to reducing energy consumption and mitigating greenhouse gas (GHG) emissions traces back to 2011 with the initiation of Vesuvius' Energy Conservation Plan. Beyond enhancing energy efficiency, we have actively shifted towards cleaner energy sources. Non-renewable energy sources, once prominent in our industrial processes, have been phased out and replaced with lower carbon-intensive alternatives such as renewable form of energy like Solar. Furthermore, since 2019, we have embarked on a transition to non-CO₂ emitting sources of electricity. Aligned with the Paris Agreement, we have set a target to achieve net-zero CO₂e emissions by 2050 (Scope 1 and Scope 2).

Our roadmap to net zero is based on five key areas of focus:

- No significant change to our business model and product portfolio
- Modernising and upgrading installed equipment to reduce our energy consumption
- Investing to renew equipment to the best available technologies and converting to less CO₂ intensive energy sources

BRSR Preface (Contd.)

- When possible, replacing high CO₂e emission electricity (generated from coal) with greener electricity or other sources of energy
- Reducing our energy wastage, recovering heat to feed processes and hot water
- Generating clean energy

Our progress in 2023:

- New capital expenditure dedicated to projects with energy efficiency and CO₂ emission reduction as one of the prime objectives, was initiated by the Group and followed by Vesuvius India. Consequently, a significant expenditure was incurred on energy-saving equipment during the reporting year.
- Throughout the reporting year, energy optimisation projects were initiated across all our manufacturing sites. Projects included the replacement of air-operated diaphragm pumps with electrically operated diaphragm pumps for glaze circulation, the installation of new screw-type water chillers for central air conditioning systems, the implementation of VRV-type air conditioning systems in offices, and the optimisation of high-temperature firing cycles, among others.

Traditional Method of Packing

- Traditionally, Vesuvius India uses wooden crates to ship its products.
- Requires cutting down trees which is essential for keeping our ecosystem habitable
- Wooden crates are non-returnable, mostly ended up in various landfills
- Incur increased carbon footprint on Vesuvius India and its customers as well



V-ECO- A Sustainable Packaging Solution Initiated by Vesuvius India

- Metal packaging solution for reusing the same for significant number of shipments

- Continuing our commitment to electricity consumption from carbon-free sources, in FY 2023, we expanded our solar power generation capacity. Two new rooftop solar power facilities of 250 kWp and 130 kWp were commissioned for our Kolkata and Vizag plants, respectively. Following these installations, our total solar power generation capacity reached 1,694 kWp, representing nearly 19% of our total consumption.

Striving for net-zero emissions to underscore our commitment to environmental protection extends beyond energy conservation at Vesuvius India. We proactively work to minimise resource consumption and promote a circular economy throughout both ends of our supply chain, encompassing both upstream and downstream activities. These initiatives specifically target the reduction of water consumption and waste generation.

One noteworthy initiative involves the implementation of returnable packaging solutions for our customers. This sustainable packaging approach has already been put into practice as a pilot project. The initiative not only contributes to the reduction of packaging material consumption but also addresses Scope 3 CO₂e emissions.

- Can be made from recycled metals so that no environmental harm is caused
- Packaging is returnable from the customer location SO can be used multiple times
- Expected decrease in carbon footprint due to longer life cycle
- Durable as it is made from metal.
- Novel design to make it self-collapsible



V-Eco Packing



Ready for Dispatch



Returned Packing

Benefits

Robust: can be stacked at ware houses

Self-collapsible: smaller space required when not in use

Durable: sustain minimum 15 cycles of usages

Lower Carbon Footprint: longer life cycle

Lower Environmental Damage: each box saves 5 trees

Circular Economy: can be made from recycled material

Convenient: can be easily manufactured

Our customers

Vesuvius India is steadfast in its commitment to enhancing its contribution to a sustainable world. This commitment is channeled through the development of products and services designed to enhance safety, optimise environmental performance, diminish greenhouse gas emissions, and foster a circular economy. Our products possess the potential to assist customers in substantially reducing and preventing greenhouse gas emissions compared to their existing practices. We actively collaborate with customers to assist them evaluate the CO_{2e} emission reduction our products bring to their complete value chain.

The sustainability competitive edge that our products offer to customers:

- Reduced heat losses
- Extend production sequence length, reduce downtime
- Increase metal yield in castings
- Reduce downgrading, re-melting of scrap and repair of defects
- Improve metal performance
- Maximise casting speed and throughput
- Reduce and avoid greenhouse gas emissions

Central to our business is the aspiration to assist our customers in enhancing operational performance and efficiency. The quality and structural integrity of our products play a pivotal role in ensuring the safety of our customers' employees by effectively controlling the flow of molten metal in their operations. The reliability and performance of our products are of utmost importance to our customers, influencing safety on the shop floor, overall equipment effectiveness, labor productivity, metal yield, and the environmental impact of their operations. One such our remarkable achievement in 2023, was developing Multi-channel CAL-W stopper design to eliminate clogging during the casting of steel.

Objective-

- To achieve the production of Re-sulfurized and other clogging prone grades without Calcium treatment

Reason Behind-

Re-sulfurized steels (Re-S) are prone to suffer nozzle clogging during continuous casting



Typical Clogging Occurred

BRSR Preface (Contd.)

Our Solution-

Multi-Channel CAL-W stopper designs where the argon injection was done thru uniform distribution of Argon holes around the periphery of the stopper as against conventional no Argon stopper



**Mults-Channel
CAL-W Stopper**

Results-

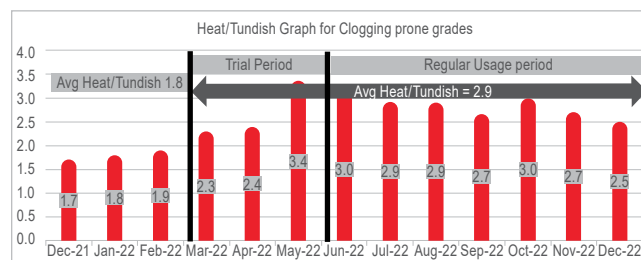
- Significant reduction of clogging issue
- Lower stopper rise
- Increased number of heats in a tundish sequence



Reduction of clogging

Benefits

Parameters	Quality	unit
LPG Saved/month	4000	Litre
Co ₂ Generated/line of LPG combustion	1.5	Kg
Co ₂ Generation reduced/month	6,000	Kg
Co ₂ Generation reduced/ Year	72,000	Kg
Annual Capacity	6,00,000	Tons
Kg/Co ₂ reduction	0.12	Kg/Ton



Increased number of heats in a tundish sequence

Our best effort to meet the customer demand by developing novel products has been recognised year after year. Due to our breakthrough innovations, including the breakout prevention system for Blast Furnace runner systems, the Semi-Terrace port SEN for slab caster at TSM, and the

development of metallic reusable packaging for caster refractories, Tata Steel has honored Vesuvius India by declaring us the Most Innovative Supplier Partner of the Year 2023. Any accolades are not only appreciated but also enable us to achieve for more excellence in future.



Demonstrate safety leadership in customer locations



Identify the most forward-looking customers and building partnerships in all Regional Business Units



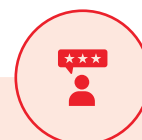
Build models to quantify the emissions avoided by our customers when using our products and services



Incorporate environment and safety in the goals and evaluation criteria of new product development projects



Develop robotic solutions



Include sustainability bonofits in our EVC calculations and value proposition to our customers

BRSR Preface (Contd.)

Our people

Safety stands as our foremost priority. Our aspiration is to evolve into a zero-accident company, positioning ourselves as a best-in-class organisation for safety performance and leadership. This commitment extends to safeguarding the health and safety of not only our employees but also contractors, visitors, customers, and any other individuals impacted by our activities. While there is ongoing work to attain and sustain our zero-accident goal, we remain unequivocally dedicated to integrating safety into every facet of our operations and cultural fabric.

Our beliefs:

- Good Health and Safety is Good Business
- Safety is everybody's responsibility
- Working safety is a condition of employment
- All work-related injuries and work-related ill-health are preventable

Commitments to reach three pillars of our aims (No Accidents, No Repeat Injuries, and No Harm to People):

- We will abide by simple and non-negotiable standards

- We will report transparently and thoroughly investigate any incident to learn, share, and avoid repeats
- Risk assessments will be undertaken to identify hazards, prioritise any deficiencies and correct them in an appropriate way, as well as to develop appropriate safe work procedures
- Every business facility will follow the agreed health and safety plans, committing to reduce the frequency and severity of injuries, improve workstation ergonomics, prevent exposure to hazardous substances, and minimise the risk of occupational diseases
- We will ensure awareness about health and safety issues and provide training for all new employees and contractors, and then at least annually, to ensure that they understand their responsibilities and are able to act accordingly
- Every business facility will have an appointed Health and Safety Manager

Pursuing workplace safety is a continuous and coordinated effort. Not only traditional knowledge but intervention of novel thoughts and new technologies also are very much required. In persuasion of workplace safety, Vesuvius India developed "IN tool assist" to improve the ergonomic comfort.

Innovation in Safety

Objective:

1. To minimize the ergonomic risks associated with inner nozzle breaking and fixing activity.
2. Minimize mortar non-uniformity between inner nozzle and well block through proper centering of inner nozzle.

Benefits of using IN tool assist:

1. During IN breaking.
 - a. Operator doesn't have to handle the weight of the breaker
 - b. Reduces number of manpower exposed to hot working condition
2. During fixing,
 - a. Avoids heavy weight exposure
 - b. Reduces ergonomic risk
3. Reduction in mortar non-uniformity of IN-WB joint. Thus, reducing chances of steel infiltration between IN-WB joint.

Our Solution:

1. Ladle slide gate refractory assembly being extremely critical for ladle operation, productivity and safety, it calls for precise and standardized installation procedure.
2. In order to enhance safety operation, a special mechanical device called 'IN tool assist' has been designed keeping ergonomic comfort for the operator and optimum performance

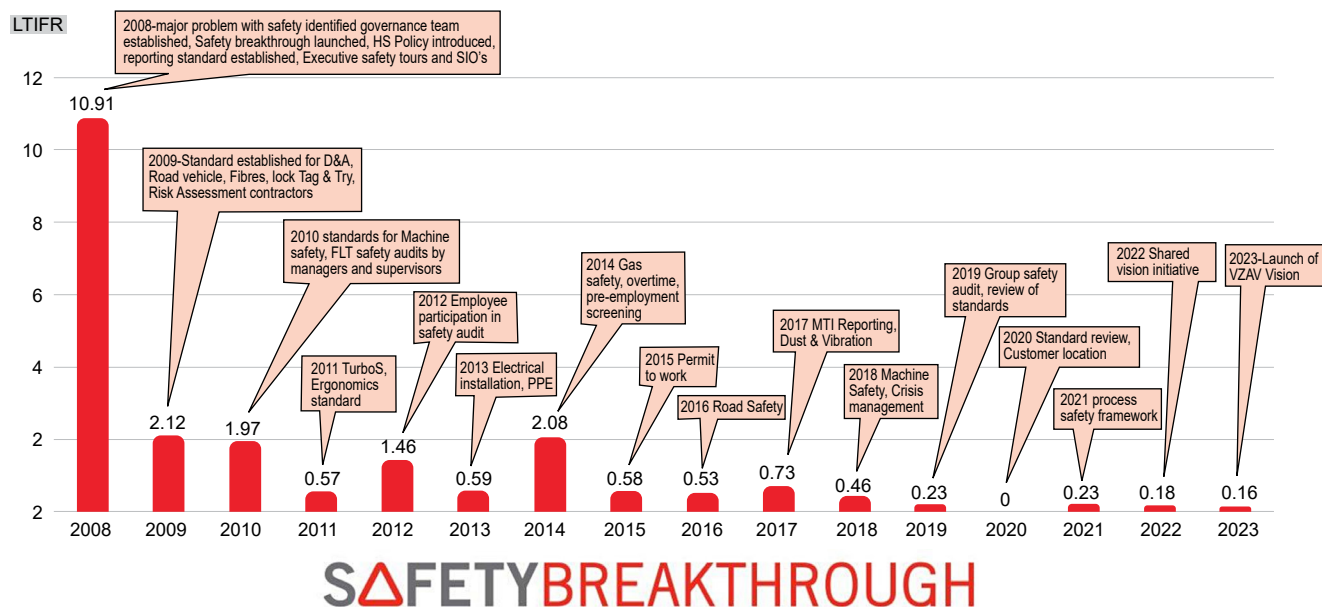
Inner nozzle installation

Inner nozzle breaking





The implementation of our Safety Breakthrough initiative, initiated in 2008, has proven instrumental in achieving and maintaining a significant enhancement in our safety performance. Our safety performance can be evaluated through LTIFR graph which is shown below.



Invest in technology and automation to improve ergonomics



Implement Site Safety Improvement Plans, safety standards and employee training



Request gender diverse shortlists for all open managerial positions



Grow skills by providing at least one formal learning opportunity per year for every employee



Ensure that people in our organisation act in ethical and professional way, and with high integrity (porcies training, whistle blowing, etc.)



Continue measuring employee engagement levels



Ensure that every employee has access to fair performance evaluation

BRSR Preface (Contd.)

In an exceptional accomplishment, Vesuvius India has clinched both Gold and Silver awards in the World Refractory Association (WRA) Safety Award category, positioning us as global leaders in safety excellence during the reporting year. 1 million hours worked without a Lost in Time Injury (LTI) and an impressive 5 years without LTI earned us 13 WRA Safety Certificates which signify our steadfast commitment to safety excellence.



Addressing climate change extends beyond mere environmental conservation; it is a profound social responsibility. Therefore, Vesuvius India is wholeheartedly committed to enhancing gender diversity in operations, aligning with the global objective to foster inclusivity across all levels and role functions progressively. Additionally, we are considering the initiation of a pilot project to incorporate females in non-management roles, thereby expanding opportunities for women to excel in a broader spectrum of positions. This commitment extends to supporting the education of women and girls in Science, Technology, Engineering, and Mathematics (STEM) and creating more “female-friendly” workstations in select plants. Recognising that we operate within an industry traditionally perceived as

masculine, our challenge extends beyond merely increasing the number of women in our teams. It involves fundamentally transforming our culture. It's not just a numbers game; it's about reshaping perspectives and attitudes. We are actively engaged in crafting a new playbook, one that goes beyond token representation and strives for the creation of an effective, high-performing, and genuinely diverse organisation. In reality, our female representation not only at the corporate offices and manufacturing locations but also at the customer locations have increased during previous years. This journey involves redefining our mindset, fostering inclusivity, and developing strategies that facilitate the success and growth of every individual within our diverse workforce.



As part of our Corporate Social Activities, Vesuvius India operates six programs in its catchment areas and subsidiary regions that directly impact “Women in STEM Education.” With the goal of fostering an educational environment in schools and reducing girl-child dropouts, Vesuvius India has undertaken initiatives such as constructing bio-toilets, providing drinking water facilities, offering training on hygiene and Menstrual Health, establishing digital classrooms, and providing supplementary education. In 2023, the scope of the initiative expanded with the addition of bio-toilets and drinking water facilities in two more schools, hygiene training conducted in four schools, and menstrual health hygiene training provided in four additional schools.

To promote STEM education among women from marginalised sections, Vesuvius India has taken a leadership role by offering initial scholarships for female students of the National Institute of Technology (NITs) of India, particularly those from economically weak backgrounds in the Chemical, Metallurgy, and Mechanical departments. Furthermore, Vesuvius India will provide internship opportunities for these students within the organisation, exposing them to real-time professional learning and experiences.

The “SHE SPARKS” program, a flagship initiative of Vesuvius India, has created a safe space in schools for girl students to learn, grow, motivate, and inspire each other. Additionally, Vesuvius India has extended educational support for 14 girls aspiring to pursue training in Industrial skills from Industrial Training Institutes (ITIs) and higher studies in the Science stream.

We always try to go an extra mile to take care of well-being of “Our People”. Quality of education is as important to us as access to education. Thus, Vesuvius India has launched a scholarship program for our employees. This scholarship for talented are accessible for permanent and temporary

employees. Vesuvius India Employees’ Children Education Policy (For Permanent Employees) and Scholarship Scheme for Children of Contractual Employees of Vesuvius India (For Temporary Employees) has been rolled out and the outstanding students have been felicitated. During the reporting year, a total number of 131 scholarships has been awarded through this program.

Our communities

Vesuvius India is dedicated to making a positive contribution to society at large. As a part of this commitment, we prioritise the operation of an ethical business and have established comprehensive policies to ensure compliance with the laws of the land. Our awareness extends to the imperative of supporting the communities in which we operate.

Our unwavering support for the principles outlined by the United Nations Global Compact (UNGC) unequivocally shapes our business practices, specifically in the domains of Human Rights and Labor Standards, with a firm commitment to eradicating child labor and modern-day slavery. This commitment extends not only to our organisation but also to our suppliers and contractors. We aspire to set exemplary standards in our approach to anti-corruption initiatives and fair competition practices.

The Board, as the highest governing body, directly shoulders the responsibility for shaping the culture and values of the organisation. Vesuvius India’s operational policies are firmly grounded in the principles articulated in our Code of Conduct. These policies serve as a practical embodiment of our standing as a responsible corporate citizen, aiding employees in comprehending and adhering to our ethical standards. They also offer practical guidance on how these standards can be effectively upheld.



Provide Anti discrimination, Modern slavery, and Anti Bribery and Corruption training



Maintain independent Whistleblowing service, without fear of retaliation, and all reports investigated



Education for children and youths from developing countries and disadvantaged backgrounds, and for women in scientific fields



Engage our people through Sustainability-related activities



Partner with 3rd party to carry out Sustainability assessments of suppliers

BRSR Preface (Contd.)

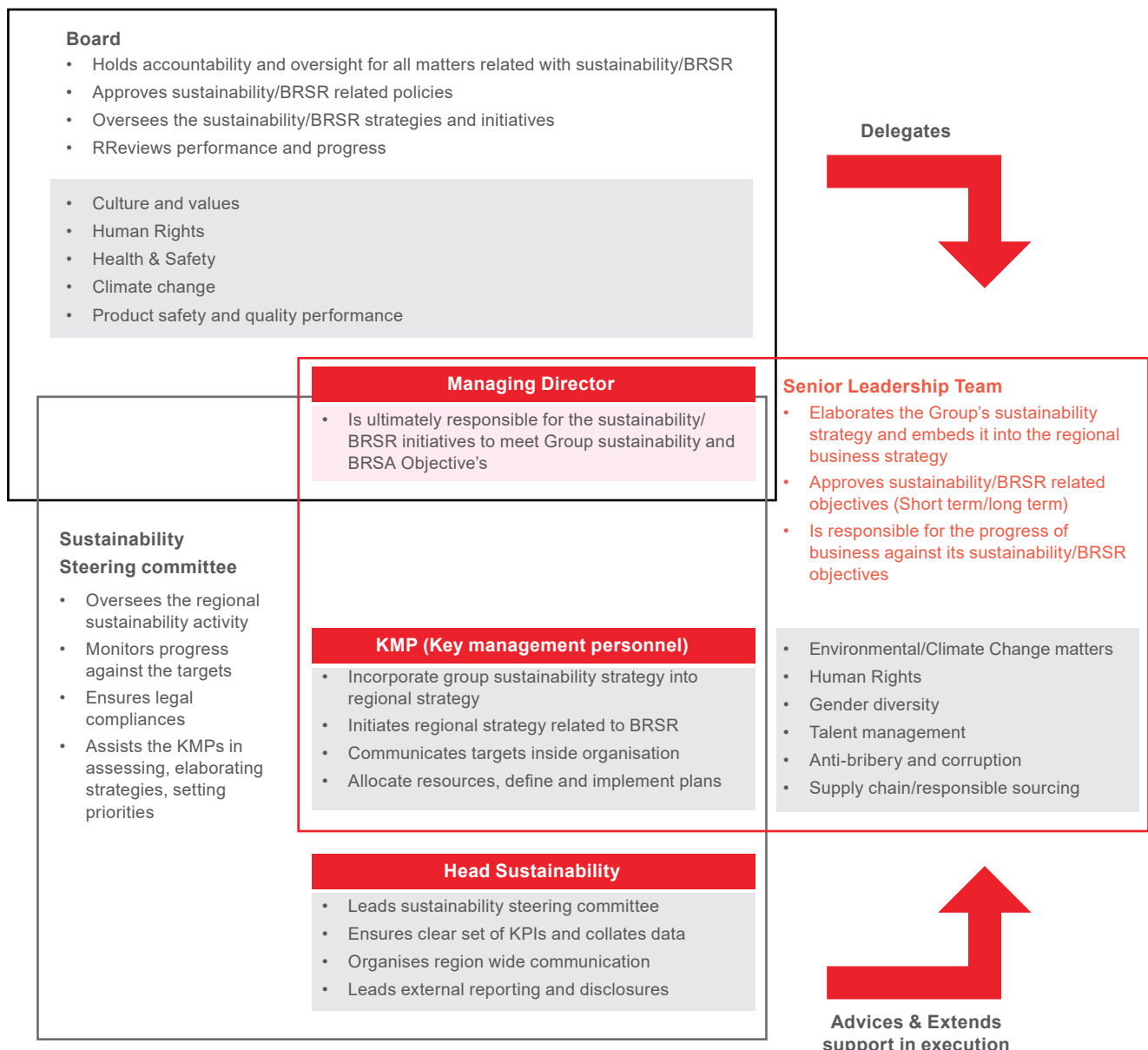
Aligned with PLC approach, Vesuvius India too identifies following areas where exposure of child labor and modern day slavery may pose a higher risk:

- Mining and extractive industries (raw materials)
- Textiles (personal protective equipment and work clothing)
- Transport and packaging
- Maintenance, cleaning, agricultural work, and food preparation (contracted workers)

To put policies in practice, we often engage with our suppliers to assess these Human Rights and Labor Standards risks and collaborate if necessary.

Our sustainability/BRSR governance

Vesuvius India stands as a beacon of ethical corporate governance, fostering innovation and sustainable growth. Rooted in trust, our commitment to the highest standards of integrity has garnered the confidence of stakeholders, attracting capital and top-tier talent. Upholding values of Integrity, Commitment, Passion, Seamlessness, and Speed, we prioritise excellence in governance. Our diverse Board, comprising Executive and Independent Directors, offers comprehensive guidance, aligning resource utilisation with our vision. A robust governance and compliance culture ensures adherence to regulations, strengthens relationships, builds trust, and sustains our organisation for the long term.





Business Responsibility & Sustainability Report

Section A: General Disclosures

I. Details of the listed entity

1.	Corporate Identity Number (CIN)	L26933WB1991PLC052968
2.	Name of the Listed Entity	Vesuvius India Limited
3.	Year of incorporation	1991
4.	Registered office address	P – 104, Taratala Road, Kolkata, West Bengal – 700 088, India
5.	Corporate address	Same as above
6.	E-mail	vesuviusindia@vesuvius.com
7.	Telephone	+91 33 6109 0500 / 6109 0671
8.	Website	www.vesuviusindia.in
9.	Financial year for which reporting is being done	2023 (January 01, 2023 to December 31, 2023)
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)
11.	Paid-up Capital	Rs. 2,029.61 Lakhs
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Ashish Mukherjee, Head HSE P – 104, Taratala Road, Kolkata – 700 088 Tele: +91 33 6109 0637 Email: ashish.mukherjee@vesuvius.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together)	The disclosures under this report are made on standalone basis.
14.	Name of assurance provider	Not applicable
15.	Type of assurance obtained	Not applicable

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

Sl. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Manufacturing	Manufacturing of Refractory Products	57
2	Services	Provisioning of refractory services	43

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sl. No.	Product/ Service	NIC Code	% of total Turnover contributed
1	Refractory Products	2391	57
2	Refractory Services	3312	43

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	4 (at 3 locations)	1	5
International	NIL	NIL	NIL

Business Responsibility & Sustainability Report (Contd.)

19. Markets served by the entity:

a. Number of locations

Location	Number
National (No. of States)	22
International (No. of Countries)	13

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Revenue from Export – Rs. 5,454 Lakhs (2023)

% of Total Turnover of the Company – 3.40% (2023)

c. A brief on types of customers

Vesuvius products are used by diverse customers across high-temperature industries including:

- **Steel Producers:** Steel manufacturers form a significant part of Vesuvius' customer base. They utilise Vesuvius' refractory products for their furnaces, ladles, and tundishes. These refractories withstand extreme temperatures, ensuring safe and efficient steel production. Vesuvius' solutions enhance the flow control of molten metal, minimise heat loss, and improve overall operational performance. For steelmakers, Vesuvius is a trusted partner in maintaining productivity, quality, and safety.
- **Foundries and Aluminum Smelters:** Foundries, where metals are cast into specific shapes, benefit from Vesuvius' expertise. Their refractory linings enable precise casting and prevent metal contamination. Similarly, aluminum smelters rely on Vesuvius to optimise their electrolytic cells, reduce energy consumption, and enhance metal purity. Vesuvius' products contribute to cost savings, environmental sustainability, and consistent production.
- **Cement and Lime Plants:** In the cement industry, Vesuvius' refractories line rotary kilns, ensuring efficient clinker production. Lime plants also utilise Vesuvius' solutions for their calcination process. These refractories withstand extreme heat, chemical reactions, and abrasion, leading to prolonged equipment life and reduced downtime. Cement and lime producers appreciate Vesuvius' role in maintaining their critical processes.
- **Petrochemical and Non-Ferrous Industries:** Refineries, petrochemical plants, and non-ferrous metal producers (such as copper, aluminum, and nickel) rely on Vesuvius. Their refractories withstand aggressive chemical environments, high temperatures, and thermal shocks. Vesuvius' solutions enhance process efficiency, reduce emissions, and extend equipment life in these industries.

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

Sl. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
EMPLOYEES						
1	Permanent (D)	326	310	95.09%	16	4.90%
2	Other than Permanent (E)	279	276	98.93%	3	1.07%
3	Total employees (D + E)	605	586	96.86%	19	3.14%
WORKERS						
4	Permanent (F)	233	233	100%	0	0%
5	Other than Permanent (G)	1624	1624	100%	0	0%
6	Total workers (F + G)	1857	1857	100%	0	0%

**b. Differently abled Employees and workers:**

Sl. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
DIFFERENTLY ABLED EMPLOYEES						
1	Permanent (D)	NIL	NIL		NIL	
2	Other than Permanent (E)	NIL	NIL		NIL	
3	Total differently abled employees (D+ E)	NIL	NIL		NIL	
DIFFERENTLY ABLED WORKERS						
4	Permanent (F)	NIL	NIL		NIL	
5	Other than permanent (G)	NIL	NIL		NIL	
6	Total differently abled workers (F+G)	NIL	NIL		NIL	

21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	7	1	14%
Key Management Personnel	3	NIL	NA

22. Turnover rate for permanent employees and workers

	FY 2023 (Turnover rate in current FY)			FY 2022 (Turnover rate in previous FY)			FY 2021 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees (%)	8.39%	25.00%	9.20%	10.05%	8.70%	9.98%	4.57%	40.00%	5.87%
Permanent Workers (%)	NIL	NIL	NIL	0.83%	NIL	0.83%	2.43%	NIL	2.43%

V. Holding, Subsidiary and Associate Companies (including joint ventures)**23. (a) Names of holding / subsidiary / associate companies / joint ventures**

Sl. No.	Name of the holding/ subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Vesuvius Group Limited	Holding Company	55.57%	Yes- Vesuvius plc, the ultimate holding company is a direct signatory to UNGC (United Nation Global Compact)

VII. CSR Details

24. (i) Whether CSR is applicable as per section 135 of the Companies Act, 2013:

Yes

(ii) Turnover (in Rs.) : Rs. 1,60,313 Lakhs (2023)

(iii) Net worth (in Rs.) : Rs. 1,19,354 Lakhs (2023)

Business Responsibility & Sustainability Report (Contd.)

Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in place (Yes/No) (If Yes, then provide web link for grievance redress policy)	FY 2023 (Current Financial Year)			FY 2022 (Previous Financial Year)		
		Number of complaints filed during the year	Number of complaints pending for resolution at the close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending for resolution at the close of the year	Remarks
Communities	https://vesuviusindia.in/#/policiesanddisclosures	NIL	NIL		NIL	NIL	
Investors (Other than shareholders)	NA						
Shareholders	https://vesuviusindia.in/#/policiesanddisclosures	10	NIL		8	1	Resolved on January 27, 2023
Employees and workers	https://vesuviusindia.in/#/policiesanddisclosures	43	NIL	All complaints are resolved	NIL	NIL	
Customers	https://vesuviusindia.in/#/policiesanddisclosures	NIL	NIL		NIL	NIL	
Value Chain Partners	https://vesuviusindia.in/#/policiesanddisclosures	1	NIL	All complaints are resolved	NIL	NIL	
Other (please specify)	NA						

26. Overview of the entity's material responsible business conduct issues

Our Sustainability initiative is centered on addressing our most significant sustainability issues and opportunities. These are determined through an ongoing double materiality methodology which we adopted. This methodology is formed by the European Sustainability Reporting Standard (ESRS). Vesuvius plc first adopted the approach which Vesuvius India is also following. The standard identifies and priorities issues based on two dimensions: the impact or likely impact of our activities on the environment and society at large, consequently affecting on Vesuvius India's business creating financial risks and opportunities.

This materiality assessment is grounded in our risk management processes, which consider not only immediate risks to the Group but also longer-term emerging macro trends. These trends include factors such as the electrification of light vehicles, the growing demand for renewable energies, technological advancements in iron and steel making, and policy changes affecting the cost of CO₂ emissions. These trends could significantly impact our markets.

Our assessment aligns with the principles of global reporting frameworks. To shape our assessment and develop our sustainability initiative, we actively engage with various stakeholders through both formal and informal channels. This includes regular surveys of Vesuvius' operational teams to gather data on management approaches, systems, and performance related to environmental, safety, human resource management, and society at large.

Sl. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Our Planet	Opportunity	As part of our ongoing efforts to reduce CO ₂ emissions, a primary focus has been placed on energy consumption and efficiency. The superior quality of Vesuvius products, coupled with our customer-centric approach, has resulted in products with a lower carbon footprint. Consequently, in the current scenario, we anticipate revenue growth due to the positive environmental impact and the increased demand for our products.	It is an opportunity	Positive



Sl. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
			Key Elements: - Renewable energy - Solid waste - Wastewater - Environmental management - Biodiversity The Board's vigilant oversight and our operational team's proactive approach to environmental protection serve as guiding lights in formulating highly stringent environmental policies and associated key performance indicators Key Elements: - Board's oversight - Proactive approach - Environmental policy - GHG policy		
2.	Our Customers	Opportunity	The strategic focus of our Research and Development (R&D) and new product development has consistently been on the emergence of new technologies to support green steelmaking. This aligns with our commitment to staying at the forefront of industry advancements. Initiatives in green steelmaking have the potential to drive growth in demand for low carbon refractories, positioning us to meet evolving market needs. Key Elements: - Sustainable products (durability, recyclability) - Recovered and recycled materials	It is an opportunity	Positive
		Moderate Risk	Transition from traditional BF-BOF route of steelmaking to EAF route may culminate into reduced market size leading to weaker position in market. Key Elements: - Adjustment of R&D and new product development priorities - Focusing on emerging market	Vesuvius has already positioned its R&D and new product development priorities to align mitigate the risk. Repositioning is currently being considered to meet the demand.	Minor negative impact.
3.	Our People	Opportunity	Safety stands as our foremost priority. Our aspiration is to evolve into a zero-accident company, positioning ourselves as a best-in-class organisation for safety performance and leadership. While there is ongoing work to attain and sustain our zero-accident goal, we remain unequivocally dedicated to integrating safety into every facet of our operations and cultural fabric resulting into highly dedicated and efficient workforce. Key Elements: - Occupational health and safety - Employee well-being - Diversity, equity and inclusion - Employee representation - Engagement and development	It is an opportunity	Positive

Business Responsibility & Sustainability Report (Contd.)

Sl. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4.	Our Communities	Opportunity	Science-based approach of Vesuvius's CSR activity has always been a cornerstone of how we engage with the communities. Our social welfare activities positioned us as a responsible corporate citizen resulting into a fair brand image. Key Elements: - STEM education support to girl students - WASH (Water, Sanitation and Hygiene) in schools - Healthcare for female sex worker	It is an opportunity	Positive

Section B: Management and Process Disclosures

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs?	YES	YES	YES	YES	YES	YES	YES	YES	YES
b. Has the policy been approved by the Board?	YES	YES	YES	YES	YES	YES	YES	YES	YES
c. Web Link of the Policies, if available	www.vesuviusindia.in								
2. Whether the entity has translated the policy into procedures?	YES	YES	YES	YES	YES	YES	YES	YES	YES
3. Do the enlisted policies extend to your value chain partners?	YES	YES	YES	YES	YES	YES	YES	YES	YES
4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO-9001, ISO-14001 & ISO-45001 We also do have multiple Policies/standards issued by Vesuvius Plc, which are fully adopted and deployed by Vesuvius India. (Refer-Section C and Principles for more details)								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	YES	YES	YES	YES	YES	YES	YES	YES	YES
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	YES	YES	YES	YES	YES	YES	YES	YES	YES

Governance, leadership, and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets, and achievements (listed entity has flexibility regarding the placement of this disclosure)
- We are pleased to introduce Vesuvius India's 2nd Business Responsibility and Sustainability Report (BRSR) for the Financial Year 2023, which showcases our dedication to sustainability, ethical business practices, and societal well-being. This report highlights our commitments and performance concerning our employees, customers, and communities where we operate. As reiterated in our previous report, we remain aligned with the UN Global Compact (UNGC), UN Sustainable Development Goals (UNSDGs), and the global pledges of our parent company, Vesuvius PLC. Our focus continues to be on environmental stewardship, social impact, and governance excellence.
- At Vesuvius India Limited, we consider the well-being of our planet and society as integral to our success. Sustainability is not just a responsibility but a fundamental aspect of our business operations. We recognise that our present actions shape the future of our company, customers, communities, and the environment at large. This report offers a detailed account of how we integrate these values into our business strategy, corporate culture, and daily practices.
- Throughout the reporting year, we focused on increasing the use of solar power in all our manufacturing plants in India. As a company committed to environmental stewardship, we are dedicated to reducing our carbon footprint. While electricity remains a primary energy source for our operations, we have voluntarily purchased Renewable Energy Certificates (RECs) to offset the carbon emissions associated with electricity generation, demonstrating our commitment to environmental sustainability.
- We regularly assess our sustainability efforts and adjust our priorities to ensure long-term sustainable growth and value creation for all stakeholders, including investors, business partners, and our employees. To enhance the safety of our employees and support their professional development, we have conducted numerous training programs, investing close to 1,00,000 man-hours in training during the reporting period. Additionally, we have implemented stringent safety protocols and procedures to minimise workplace risks.
- In closing, we express our gratitude to our stakeholders for their continued trust and support. We believe that this enduring trust will empower us to think beyond and shape the future.



Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Ashish Mukherjee Head - HSE								
9. Does the entity have a specified Committee of the Board / Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details.	There is a Sustainability Steering Committee headed by Mr. Ashish Mukherjee Head - HSE with cross functional leadership being members of the Committee.								

Principle wise Procedures-

Principle wise BRSR policy can be accessed through the web link - www.vesuviusindia.in

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Yes									On continuous basis								
Compliance with statutory requirements of relevance to the principles, and rectification of any non- compliances	Yes									Need Basis								
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	No.									P1	P2	P3	P4	P5	P6	P7	P8	P9

12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/ No)									
The entity does not have the financial or/ human and technical resources available for the task (Yes/No)	Not applicable								
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

Section C: Principle Wise Performance Disclosure

Principle 1:

Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage during coverage by training and awareness programmes on any of the principles the during financial year:

Segment	Total number of training and awareness programmes held	Topics/ principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	5	ABC, HSE, POSH, GHE, Data Protection	100%
Key Managerial Personnel	5	SEBI PIT, ABC, HSE, POSH, GHE, Data Protection	100%
Employees other than BoD and KMPs	18	SEBI PIT, Komrisk, ABC, HSE, POSH, GHE, Data Protection	100%
Workers	249	HSE, SWI, POSH, ABC	100%

Business Responsibility & Sustainability Report (Contd.)

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGBRC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (in Rs.)	Brief of the Case	Has an Appeal been preferred (Yes/No)
Penalty/ Fine		NIL	NIL	NA	NA
Settlement		NIL	NIL	NA	NA
Compounding fees		NIL	NIL	NA	NA

Non-Monetary					
	NGBRC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions		Brief of the Case	Has an Appeal been preferred (Yes/No)
Imprisonment			NA	NA	NA
Punishment			NA	NA	NA

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
NA	NA

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes. Vesuvius ABC Policy provides guidance on business ethics and supplements the principles set out in the Vesuvius Code of Conduct mandating that all Vesuvius entities operate fairly, transparently and with integrity. The Company follows the Vesuvius ABC Policy.

The aim of this Policy is to:

- set out the responsibilities for all Vesuvius directors, officers, and employees, and those working for us, in observing and upholding our zero-tolerance position on bribery and corruption; and
- provide information and guidance to those working for us on how we recognise and deal with bribery and corruption issues
- all the suppliers and vendors are screened on our ABC policy before initiating their relationship with us. Stringent standard of Gift, Hospitality and Entertainment are also included in the same policy which is mandatory for our supply chain partners to abide. Periodical review and assessment are part of our responsibilities to the effective implementation of Vesuvius India's ethical standards.

Detailed policy is available on the website of the Company at <https://vesuviusindia.in/#/policiesanddisclosures>.



5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Directors	NIL	NIL
KMPs	NIL	NIL
Employees	NIL	NIL
Workers	NIL	NIL

6. Details of complaints with regard to conflict of interest:

	FY 2023 (Current Financial Year)		FY 2022 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors.	NIL	NA	NIL	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs.	NIL	NA	NIL	NA

7. Details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Number of days of accounts payable	72 Days	69 Days

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

	Metrics	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	15%	NA
	b. Number of trading houses where purchases are made from	43	NA
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	96%	NA
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	0.40%	0.72%
	b. Number of dealers / distributors to whom sales are made	2 (Two)	2 (Two)
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	0.40%	0.72%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	14.82%	13.07%
	b. Sales (Sales to related parties / Total Sales)	3.06%	4.13%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	NIL	NIL
	d. Investments (Investments in related parties / Total Investments made)	NIL	NIL

Business Responsibility & Sustainability Report (Contd.)

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
249	HSE	100%*

*these events are held for our critical manpower supplier/on-site contractor. Every on-site contractor is trained on HSE related standards.

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/ No) If Yes, provide details of the same.

Yes, we do have a policy in place, viz., the “Code of Conduct for Members of the Board and Senior Management” of formulated by our ultimate holding company and the same has been adopted by the Board of Directors of the Company. The Code of Conduct can be seen at the following web-link: <https://vesuviusindia.in/#/codeofconduct>

Principle 2:

Businesses should provide goods and services in a manner that is sustainable and safe.

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	Current Financial Year (2023)	Previous Financial Year (2022)	Details of improvements in environmental and social impacts
R&D	90.8%	6.20%	* Invested in R&D for 'Hand held XRF to aid quicker testing and analysis * Invested in X ray unit for non-destructive defect analysis
Capex	14.31%	14.40%	* Water recovery projects towards ZLD * Solar Energy generation for reducing carbon emissions

2. a. Does the entity have procedures in place for sustainable sourcing?

Yes

- b. If yes, what percentage of inputs were sourced sustainably?

The Company has a Sustainable Procurement Policy issued by the Group, which has been adopted and implemented by the Company. The policy, accessible at www.vesuviusindia.in strictly prohibits the use of conflict minerals in our products. This policy extends to cover 100% of Vesuvius operations and its suppliers.

The Company conducts regular reviews of the purchasing portfolio to ensure compliance with the prohibitions as laid out by the laws of the land. Supplier compliance is systematically assessed as part of the supplier sustainability assessments conducted by a third-party independent provider, overseen by the Vesuvius plc purchase team.

During the reporting year, approximately 37% of our suppliers were assessed and categorised on the basis of sustainability criteria from the Group level which includes India operation as well.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

All waste generated from our processes, including plastic, wood, batteries, metal, and plastic drums, undergoes an initial segregation process. This allows us to assess opportunities for reuse and recycling. Following evaluation, reusable elements are reintegrated into the value chain, while recyclable elements are directed to authorised recyclers. Other than the solid wastes often used lubricants are safely disposed through authorised vendors after onsite ETP treatment.

For instance, a pilot project has been initiated for one customer, focusing on the implementation of returnable packaging comprising a metal box. This particular solution aims to reduce waste and promote a more sustainable future of packaging of our products. Currently, we are actively exploring the possibility of initiating the solution in the entire of our downstream distribution.



4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Extended Producer Responsibility (EPR) is applicable to the Company. The Company is presently in the process of registering for the same with the respective State Pollution Control Boards.

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

From the Group level, Life Cycle Assessments of our key products are currently being performed. In future, the Company will also launch the same on the basis of Group's input.

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency? (Yes/No)	Results communicated in public domain? (Yes/No) If yes, provide the web-link.
NA	NA	NA	NA	NA	NA

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Not applicable at this point in time.

Name of Product/Service	Description of the risk/concern	Action Taken
NA	NA	NA

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate Input Material	Recycled or re-used input material to total material	
	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Magnesia, Alumina, Micro-Silica, Coal Tar	4.03%	1.17%

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2023 (Current Financial Year)			FY 2022 (Previous Financial Year)		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)						
E-waste						NA
Hazardous waste						
Other waste (Refractory Waste)		3897.8				NA

Business Responsibility & Sustainability Report (Contd.)

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

We are under process of evaluating methodology to ascertain the data. However, the Company has initiated a pilot project to reclaim and reuse its packaging solution by replacing wooden boxes to metallic box. Currently, 17 such boxes are in circulation, and the Company is in process to gather more data points on the project.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Packaging Material	Not measurable at this point in time.

Principle 3:

Businesses should respect and promote the well-being of all employees, including those in their value chains.

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	Total (A)	% of employees covered by									
		Health Insurance		Accident Insurance		Maternity benefits		Paternity benefits		Day care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	310	310	100%	310	100%	NA	NA	0	0%	0	NA
Female	16	16	100%	16	100%	16	100%	NA	NA	0	0%
Total	316	316	100%	316	100%	16	100%	0	0%	0	0%
Other than Permanent Employees											
Male	276	276	100%	276	100%	NA	NA	0	0%	0	NA
Female	3	3	100%	3	100%	3	100%	NA	NA	0	0%
Total	279	279	100%	279	100%	3	100%	0	0%	0	0%

b. Details of measures for the well-being of workers:

Category	Total (A)	% of workers covered by									
		Health Insurance		Accident Insurance		Maternity benefits		Paternity benefits		Day care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Workers											
Male	233	233	100%	233	100%	NA	NA	0	0%	0	0%
Female	0	0	NA	0	NA	NA	NA	NA	NA	NA	NA
Total	233	233	100%	233	100%	NA	NA	0	0%	0	0%
Other than Permanent Workers											
Male	1624	1624	100%	1624	100%	NA	NA	0	0%	0	0%
Female	0	0	NA	0	NA	NA	NA	NA	NA	NA	NA
Total	1624	1624	100%	1624	100%	NA	NA	0	0%	0	0%

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format

	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Cost incurred on well-being measures as a % of total revenue of the company	0.6%	0.7%

The Company recognises that ensuring the well-being of our employees goes beyond the provision of safe working conditions and the prevention of occupational diseases. In line with our organisational principles, employee, workers and in few instances family members of staff are provided with routine health checks, and additional mental health and well-being support.



Along with this there are other well-being initiatives conducted from time to time as per the inputs received from employees with decision from senior leadership.

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2023 (Current Financial Year)			FY 2022 (Previous Financial Year)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/NA)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/NA)
PF	100%	100%	YES	100%	100%	YES
Gratuity	100%	100%	YES	100%	100%	YES
ESI	0%	87%	YES	0%	5%	YES
Other (NPS)	100%	100%	YES	100%	90%	YES

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

The Company currently does not have any DAE (Differently Abled Employee). However, being a socially inclusive organisation, our office locations are designed to provide limited access to Differently Abled Visitors.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

While the Company does not currently have differently abled employees, our organisation is committed to equal opportunity, as outlined in our Code of Conduct policy. This guideline ensures that all individuals, regardless of abilities, have an equal chance to thrive within our work environment. For more details, you can access our Code of Conduct policy at www.vesuviusindia.in

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent Workers	
	Return to Work rate	Retention Rate	Return to Work rate	Retention Rate
Male	NA	NA	NA	NA
Female	NA	NA	NA	NA
Total	NA	NA	NA	NA

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

WHY?	Vesuvius maintains high ethical standards globally through compliance with all applicable laws, the Vesuvius Code of Conduct and the Vesuvius Policies and Procedures.
WHO?	All Vesuvius employees, those representing Vesuvius and those acting on its behalf are required to comply with the law, the Code of Conduct and the Policies including raising any concerns or suspicions that they have in relation to breaches of the Code or the Policies or the law wherever they are in the world.
WHAT?	If you have a concern or a suspicion you should report it as soon as practicable through one of the reporting channels
HOW?	IN PERSON: Reports can be made to your line manager, or alternatively to any member of senior management who you feel comfortable talking to (including the Chairman of the Audit Committee, the Managing Director or Legal Director). All reports made in-person will be treated as confidential. BY PHONE OR ONLINE: Call our helpline number publicised at the Company's premises or make a report online at https://secure.ethicspoint.eu/domain/media/en/gui/106679/index.html . Reports will be treated sensitively and confidentially and, if absolutely essential, callers can remain anonymous.
What happens next?	All reports will be treated seriously and in confidence and will be processed internally at the appropriate level. Those who report will be kept informed, as is reasonable in the circumstances, about how the report is dealt with and the outcome. Whichever channel is used to report a concern; no employee will ever be penalised or disadvantaged for reporting a concern in good faith. Information received will be dealt with sensitively and confidentially and retaliation against those who speak up will not be tolerated.

Business Responsibility & Sustainability Report (Contd.)

The Speak-up policy can be accessed at the website of the Company at <https://vesuviusindia.in/#/policiesanddisclosures>

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Mechanism remains same for all as mentioned above.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2023 (Current Financial Year)			FY 2022 (Previous Financial Year)		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	326	NIL	0%	247	NIL	0%
Male	310	NIL	0%	232	NIL	0
Female	16	NIL	0%	15		0
Total Permanent Workers	233	233	100%	238	214	90%
Male	233	233	100%	238	214	90%
Female	NIL	NIL	NA	NIL	NIL	NA

8. Details of training given to employees and workers:

Category	FY 2023 (Current Financial Year)					FY 2022 (Previous Financial Year)				
	Total (A)	On health and safety measures		On skill up gradation		Total (D)	On health and safety measures		On skill up gradation	
		Number (B)	% (B/A)	Number (C)	% (C/A)		Number (E)	% (E/A)	Number (F)	% (F/A)
Employees										
Male	586	586	100%	586	100%	479	479	100%	323	67%
Female	19	19	100%	19	100%	18	18	100%	15	83%
Total	605	605	100%	605	100%	497	497	100%	338	68%
Workers										
Male	1857	1857	100%	1857	100%	1691	1691	100%	1691	100%
Female	0	0	NA	0	NA	0	0	NA	0	NA
Total	1857	1857	100%	1857	100%	1691	1691	100%	1691	100%



9. Details of performance and career development reviews of employees and worker:

Category	FY 2023 (Current Financial Year)			FY 2022 (Previous Financial Year)		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	586	586	100%	479	479	100%
Female	19	19	100%	18	18	100%
Total	605	605	100%	497	497	100%
Workers						
Male	1857	1857	100%	1691	1691	100%
Female	0	0	100%	0	0	
Total	1857	1857	100%	1691	1691	100%

10. Health and safety management system:

a. *Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?*

Safety stands as the Company's foremost priority. Our aspiration is to evolve into a zero-accident company, positioning ourselves as a best-in-class organisation for safety performance and leadership. This commitment extends to safeguarding the health and safety of not only our employees but also contractors, visitors, customers, and any other individuals impacted by our activities. The implementation of our Safety Breakthrough initiative, initiated in 2008, has proven instrumental in achieving and maintaining a significant enhancement in our safety performance. While there is ongoing work to attain and sustain our zero-accident goal, we remain unequivocally dedicated to integrating safety into every facet of our operations and cultural fabric.

Our beliefs:

- Good Health and Safety is Good Business
- Safety is everybody's responsibility.
- Working safety is a condition of employment.
- All work-related injuries and work-related ill-health are preventable.

Commitments to reach three pillars of our aims (No Accidents, No Repeat Injuries, and No Harm to People):

- The Company will abide by simple and non-negotiable standards.
- The Company will report transparently and thoroughly investigate any incident to learn, share, and avoid repeats.
- Risk assessments will be undertaken to identify hazards, prioritise any deficiencies and correct

them in an appropriate way, as well as to develop appropriate safe work procedures.

- Every business facility will follow the agreed health and safety plans, committing to reduce the frequency and severity of injuries, improve workstation ergonomics, prevent exposure to hazardous substances, and minimise the risk of occupational diseases
- The Company will ensure awareness about health and safety issues and provide training for all new employees and contractors, and then at least annually, to ensure that they understand their responsibilities and are able to act accordingly
- Every plant has appointed Health and Safety Manager

b. *What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?*

The Company has multiple way to address this aspect through a set of process to undertake Risk Assessment. The Company also identifies hazards proactively (Known as SIO-Safety Improvement Opportunity) and mitigate (Known as SIOPA - Safety Improvement Opportunity with Permanent Actions) those on fast-track basis. The processes are described below.

Risk Assessments

The Company routinely carries out risk assessments to identify and rate hazards and implement protective measures to minimise exposure. These include:

- Engineering solutions to eliminate or minimise risks
- Procedural measures, such as training and auditing
- Work instructions, written with the involvement of the employees who carry out the tasks, with illustrations and in local languages.
- Providing personal protective equipment to employees free of charge

Business Responsibility & Sustainability Report (Contd.)

Identification of work-related Hazards (SIO) & Mitigation (SIOPA)

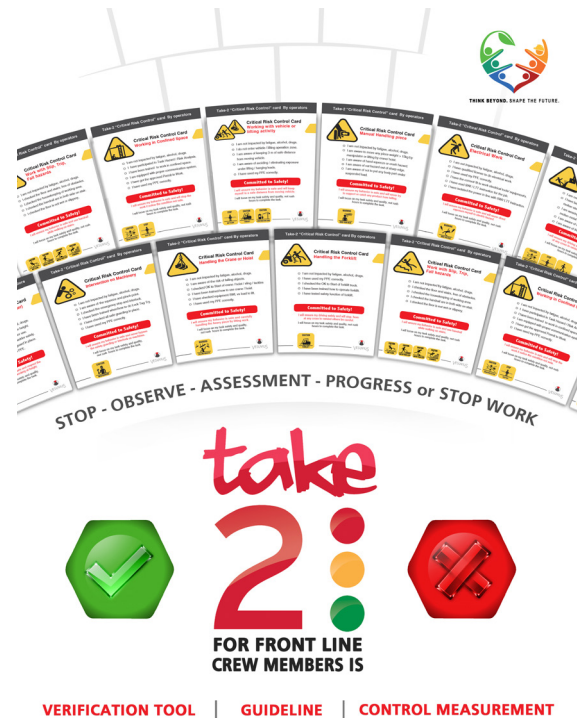
The Company regularly identify and mitigate hazards and implement protective measures to minimise exposure. The Company has a digital platform known as VSAT to manage this efficiently.

Moreover, our Senior Leadership Group routinely carry out Executive Safety walks. These Safety walks encourage dialogue with staff, setting action points for discussion and implementation. In this way, these tours provide visible safety leadership on the shop floor in our sites and at our customer locations. Along with our daily safety audits, they are a central pillar of our Safety Breakthrough initiative.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, the Company has a structured approach for workers to report the work-related hazards and to remove themselves from such risks. There are multiple ways to involve workers in the improvement of Occupational Health & Safety Management System and remove the risk from the operations.

- Safety Audit's, VSAT & Line PPS: Workers are routinely engaged in safety audits. They can raise the concern during audits. VSAT a mobile digital platform to capture hazards and remove themselves from the work area or process. People without access to VSAT can raise their concern through Line PPS Board or in the Toolbox Talk register.
- Take 2: It is the process to empower worker to take decision. Our Take 2 initiative ensures that employees cross check safety requirements before performing any high risk or nonstandard activity. Simply stated, the employees take two minutes to discuss the task, any hazards and how to prevent accidents before starting any work. This process allows the team to consider and reflect on hazards and the controls required before work commences.



d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, employee/ worker has access to non-occupational medical and healthcare services via Group Medclaim Policy and ESI. We have tie ups with Hospital Networks PAN India basis to avail immediate access during emergency.

Moreover, Vesuvius conduct different Wellness Program to promote good health. Wellness programs includes inviting guest speakers, organising events, sponsoring teams / outdoor activities, support for employees to stop smoking, to lose weight, to exercise more, offering healthy food in the canteen etc.



11. Details of safety related incidents, in the following formats:

Safety Incident/Number	Category	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0.23	0.27
Total recordable work-related injuries	Employees	0	0
	Workers	1	1
No. of fatalities	Employees	NIL	NIL
	Workers	NIL	NIL
High consequence work-related injury or ill-health (excluding fatalities)	Employees	NIL	NIL
	Workers	NIL	NIL

12. Describe the measures taken by the entity to ensure a safe and healthy work place

A series of measures have been taken by the Company to ensure a safe and healthy workplace for our people.

Some of these measures are listed below:

1. SSIP (Site Safety Improvement Plan):

Every business facility has an appointed health and safety professional, who works with management and all employees to review site health and safety, assess training needs, and develop and implement site safety improvement plans. These local health and safety professionals are further supported by corporate HSE Members in terms of resource allocation, training and development and sharing best practices.

2. Development of Risk assessments & Safe Work Instructions (SWI):

Every site routinely carries out risk assessments to identify and rate hazards/risk and implement protective measures to minimise exposure. Along with that site's develop and deploy Safe Working Instructions for each and every routine/standard activity.

3. Training Employees to Work Safely:

Based on the training need and competency required to manage the business activities efficiently, the Company conduct multiple trainings covering senior management team to frontline working crew. The Company has a training matrix defining need of the training for all layer of the organisation. Following that training program calendars are created and deployed site wise and centrally with defined timeline. Although our major trainings are done offline, Online platform V-Learn is also used to promote safe learning opportunity regarding health and safety standard.

Training activities routinely undertaken for our employees and contractors include:

- Turbo.S (H&S Leadership development program)
- Defensive driving training (Two/Four wheeler)
- Crane Operation
- Ergonomics
- Fire Fighting
- First Aid
- Forklift Truck
- Gas Safety
- General Health & Safety and refresher training
- Hand Hazard and Protection
- Hazard Perception
- Hazardous Goods
- Lock, Tag and Try
- Incident and Performance reporting
- Machine Safety
- Permit to Work
- PPE Safety
- Practical Safety in Steel Customers
- Road Safety
- Safe Stacking
- Warehouse Material Stacking and Handling
- Welding Certification
- Working at Height

Business Responsibility & Sustainability Report (Contd.)

4. Safety Audit

The Company has a dedicated team to take care of its Sustainability, HSE & Quality goals. The team's main purpose is to verify the deployment and ongoing application of the Group's standards and policies in our locations, including our manufacturing sites, R&D facilities and the customer locations in which a significant number of our employees operate daily. Each audit also includes an assessment of the site's HSE leadership.

Following each audit, action plans are created by the site management teams to address issues identified and work on addressing these is assessed on a regular basis. The observations made during audits have been used to improve the training programs and to enhance the health and safety standards. The results of the HSE audits, as well as the progress of action plans addressing the most critical issues, are reported to the Management Team. Sites are encouraged to carry out self-assessments, based on the safety audit compliance checklist, to monitor their progress.

5. HSE Campaigns

Company has HSE Campaign calendar based on past near misses and incidents to enhance workplace safety awareness by focusing on specific HSE (Health, Safety, and Environment) topics each month to effectively engage employees and promote a culture of safety prioritising topics based on their impact, frequency, and severity.

Activities are planned that align with the monthly theme which includes:

- Training sessions: Conduct workshops, webinars, or toolbox talks related to the topic.

- Safety posters: Create visually appealing posters highlighting key safety messages.
- Safety drills: Organise fire drills, evacuation exercises, or first aid demonstrations.
- Toolbox meetings: Engage employees in discussions about safety practices.
- Competitions: Run safety quizzes, slogan contests, or safety-related challenges.
- Safety reminders: Regularly share safety tips via email, intranet, or notice boards.



13. Number of Complaints on the following made by employees and workers:

	FY 2023 (Current Financial Year)			FY 2022 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Working Conditions	3	NIL		NIL	NIL	
Health & Safety	9	NIL		NIL	NIL	

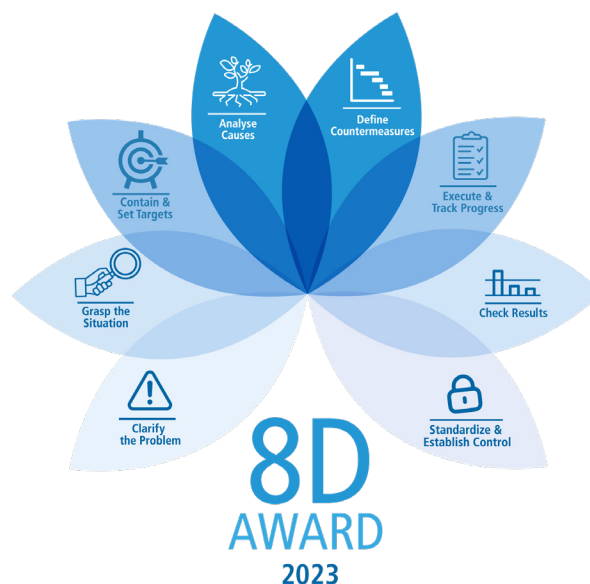
14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100% by IRCLASS & Internally by Group standard auditors
Working Conditions	100% by IRCLASS & Internally by Group standard auditors



15. Details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

The Company carries out detailed investigation for any safety related incidents which includes accidents & serious dangerous occurrences. The accident/incident investigation (Example-LTI/Dangerous occurrence) is done using following 8D PPS methodology and reports are reviewed by senior management followed by circulation of safety alert/red stripe and lesson learnt sheet to ensure all the counter measures are closed along with horizontal deployment of learnings. In 2023 Vesuvius completed 24 8D PPS projects on H&S front and deployed all the permanent corrective actions to prevent recurrence.



Addressing Significant Risks/ Concern through 8 Core Safety Rules:

Since the launch of the Vesuvius 8 Core Safety Rules that outline our colleagues' basic safety responsibilities. These were rolled out across the organisation as the mandated practices for all layers of employees. In conjunction with this, the Company has implemented procedures to ensure the rules are followed. The rules were incorporated into the contractual terms of all employees, and all employees are expected to report breaches and violations of the rules, with appropriate sanctions imposed whenever required. Failure to do so could result in disciplinary action.

VESUVIUS

SAFETYBREAKTHROUGH

8 CORE SAFETY RULES

Care for each other, respect safety rules



Business Responsibility & Sustainability Report (Contd.)

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Yes, All the employees and workers are covered with Term Life Insurance policy.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

As a part of our Sustainable Procurement Policy (www.vesuviusindia.in), our suppliers/supply chain partners must ensure that they comply with all applicable laws which would include payment of all statutory dues on time.

3. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total number of affected employees/ workers		No. of employees/ workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Employees	NIL	NIL	NIL	NIL
Workers	NIL	NIL	NIL	NIL

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

NO

5. Details on assessment of value chain partners on Health and safety practices and working conditions

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	37% at the Group level which includes India operation.
Working conditions	

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

The Company has started assessments of its value chain partners i.e. suppliers/vendors. Corrective actions will be initiated accordingly.



Principle 4:

Businesses should respect the interests of and be responsive to all its stakeholders.

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

The internal and external groups/bodies whose activities, participation and aspirations are integral to the business and have immediate and significant impact on the operations of Vesuvius, are regarded as key stakeholder groups and have been identified accordingly.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees and Workers	NO	• Training • Goal Setting and Performance • Appraisal Meetings/Review • Exit Interviews • Union meetings • Wellness initiatives • Grievance mechanism • Email • Intranet • Websites • Poster campaigns • In-House magazines • Circulars • Quarterly publication • Newsletters	Ongoing	• Performance analysis and career path setting, • Innovation • Operational efficiencies • Improvement areas • Long-term strategy plans • Training and awareness • Health, safety and engagement initiative
Shareholders and Investors	NO	• Annual General Meeting • Stock Exchange Disclosures • Quarterly and Half yearly Results Publication • Email communications/letters • Press Release • Complaints and Resolutions	AGM- Annual H/ Y Results- Half yearly Q/ Y Results- Quarterly Others- Ongoing	• Financial Results, Dividend • Financial Stability Share price appreciation • Changes in shareholding • Growth prospects
Customers	NO	• Website eCRM, • Achievers' meets • Senior leader customer meets / visits • Customer plant visits • Focus group discussion • Trade body membership • Complaints management • Helpdesk • Conferences • Information on changes • Customer surveys	Ongoing	• Product quality and availability • Responsiveness to needs • Increase of sales targets • Business responsibility guidelines

Business Responsibility & Sustainability Report (Contd.)

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Supply Chain Partners	NO	- Prequalification / vetting - Communication and partnership meets - Plant visits - MoU and framework agreements - Trade association meets/seminars - Contract management / review - Product workshops / on site presentations - Satisfaction surveys - Help desks	Ongoing	- Quality - Timely delivery and payments - ESG consideration (sustainability, safety checks, compliances, ethical behaviour) - ISO standards - Collaboration, innovations
Communities	YES	- Community visits and projects - Partnership with local charities - Volunteerism	Ongoing	- Waste management - Integrated water management - Clean water - Climate change impacts - Community development - Self-sustainability Livelihood support - Disaster relief - Support of the United Nations Sustainable Development Goals (UN SDGs)
Government and Regulatory Authorities	NO	Meetings with local administration / state government authorities on need basis	Ongoing	- Compliance with ESG practices (frameworks for sustainability and beyond compliance changes in regulatory frameworks) - Skill and capacity building - Employment - Environmental measures) - Policy advocacy Timely contribution to exchequer.

Leadership Indicators

- Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

Yes, during Annual General Meetings (AGMs), the Board of Directors addresses shareholder queries on performance, economic and sustainability issues. Any relevant concerns raised by shareholders are duly addressed and considered in potential future actions. This engagement reflects our commitment to transparency and responsiveness to the interests and inquiries of our shareholders.

- Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

Yes, the Company actively engage with internal stakeholders through multiple forums on a monthly/quarterly basis, including events such as V-Connect, SLG Meet, and Management Reviews. These engagements addresses matters related to sustainability and safety. For customers and value chain partners, the Company has a structured engagement program aligned with Vesuvius' event calendar. Additionally, the Company participates in reciprocal programs organised by our customers. Examples of these engagement programs include Safety Day celebrations at multiple customer locations, joint initiatives with customers on sustainable packaging of products, and collaborative projects to explore how Vesuvius' efficient technology can contribute to reducing CO₂e footprint in steelmaking. These engagements highlight our commitment to fostering strong relationships and addressing shared sustainability goals.



3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/marginalised stakeholder groups.

The Company has not engaged into any such action. If need arises, the Company will act accordingly.

Principle 5:

Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2023 (Current Financial Year)			FY 2022 (Previous Financial Year)		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	326	326	100%	247	247	100%
Other than permanent	279	279	100%	250	250	100%
Total Employees	605	605	100%	497	497	100%
Workers						
Permanent	233	233	100%	238	238	100%
Other than permanent	1624	1624	100%	1453	1453	100%
Total Workers	1857	1857	100%	1691	1691	100%

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2023 (Current Financial Year)					FY 2022 (Previous Financial Year)				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	310	NIL		310	100%	232	NIL		232	100%
Female	16	NIL		16	100%	15	NIL		15	100%
Other than Permanent										
Male	276	NIL		276	100%	247	NIL		247	100%
Female	3	NIL		3	100%	3	NIL		3	100%
Workers										
Permanent										
Male	233	NIL		233	100%	238	NIL		238	100%
Female	0	NIL		0	100%	NIL				
Other than Permanent										
Male	1624	NIL		1624	100%	1453	NIL		1453	100%
Female	0	NIL		0	100%	NIL	NA		NA	

Business Responsibility & Sustainability Report (Contd.)

3. Details of remuneration/salary/wages, in the following format:

a. Median remuneration/wages

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category (Rs. in Lakhs)	Number	Median remuneration/ salary/ wages of respective category (Rs. in Lakhs)
Board of Directors (BoD) (Executive Directors)	5	46,00,000	1	46,00,000
Key Managerial Personnel	3	1,60,77,400	0	NA
Employees other than BoD and KMP	310	15,80,160	16	8,97,111
Workers	233	7,11,418	0	NA

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Gross wages paid to females as % of total wages	Negligible	Negligible

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, currently, human rights issues are managed by multiple committees, each addressing cases based on the specific nature of the issue. This approach ensures a tailored and focused response to different types of human rights concerns raised within our organisation.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Web link of Speak Up- <http://www.vesuvius.ethicspoint.com/>

6. Number of Complaints on the following made by employees and workers:

	FY 2023 (Current Financial Year)			FY 2022 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	1	NIL		NIL	NIL	
Discrimination at workplace	5	NIL		NIL	NIL	
Child Labour	NIL	NIL		NIL	NIL	
Forced Labour/ Involuntary Labour	NIL	NIL		NIL	NIL	
Wages	5	NIL		NIL	NIL	
Other human rights related issues	NIL	NIL		NIL	NIL	

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	1	NIL
Complaints on POSH as a % of female employees / workers	5%	NIL
Complaints on POSH upheld	0	NIL



8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

In addressing discrimination and harassment cases, implementing robust mechanisms is crucial to prevent adverse consequences to the complainant. The Company's comprehensive framework to address the concern includes strict confidentiality measures to safeguard the identity of the complainant, ensuring a secure environment for reporting. An impartial investigation process is key, emphasising fairness and objectivity. Legal protections should be clearly communicated, assuring complainants of non-retaliation for coming forward. Additionally, awareness and training programs can empower employees to recognise, report, and prevent instances of discrimination and harassment, fostering a workplace culture that prioritises inclusivity and safety.

Web link of Speak Up- <http://www.vesuvius.ethicspoint.com/>

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, it is part of vendor contracts.

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Not Applicable at this point in time.

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

None

2. Details of the scope and coverage of any Human rights due-diligence conducted.

It is done routinely as a part of supplier due-diligence process.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

The Offices of the Company are partially accessible by differently abled visitors at this point in time.

4. Details on assessment of value chain partners:

It has been initiated for service contract at present. In the future, this will also be carried out for supply contracts.

	% of value chain partners (by value of business done with such partners) that were assessed *
Sexual Harassment	100%
Discrimination at workplace	100%
Child Labour	100%
Forced Labour/Involuntary Labour	100%
Wages	100%
Others – Anti-bribery	100%

* Applicable for Service Contracts

Business Responsibility & Sustainability Report (Contd.)

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

Not applicable

Principle 6:

Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2023 (Current Financial Year) (Giga Joules)	FY 2022 (Previous Financial Year) (Giga Joules)
From renewable sources		
Total electricity consumption (A)	9727	2550
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	0	0
Total energy consumed from renewable sources (A+B+C)	9727	2550
From non-renewable sources		
Total electricity consumption (D)	28612	27370
Total fuel consumption (E)	141190	116492
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F)	169802	143862
Total energy consumed from renewable and non-renewable sources (A+B+C+D+E+F)	179528	146412
Energy intensity per rupee of turnover (Total energy consumption/ revenue from operation) (approx.) (KJ/Rs)	11.19 (Turn Over – 1603.13 Cr)	10.53 (Turn Over – 1365.44 Cr.)
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	0.0090	0.0084
Energy intensity in terms of physical output (GJ/Ton)	2.70	2.47
Energy intensity (optional)- the relevant metric may be selected by the entity		

Efficient energy usages are the paramount concern of Vesuvius India Limited. We incessantly strive to achieve excellence in the manufacturing process for lowering energy consumption per ton of products to minimise detrimental environmental impacts. To underscore our environmental commitments, we focused on increasing the use of solar power in all our manufacturing plants in India. As a company committed to environmental stewardship, we are dedicated to reducing our carbon footprint. While electricity remains one of the primary energy sources for our operations, we have voluntarily purchased Renewable Energy Certificates (RECs) to offset the carbon emissions associated with electricity generation, demonstrating our commitment to environmental sustainability. However, due to addition of certain products into our portfolio, furnace firing cycles during the reporting year have increased significantly resulting into higher energy intensity. Additionally, we have expanded our production facilities across all the plants which also have caused into enhanced energy consumption. Nonetheless, adequate corrective actions are already initiated for energy conservation which will in turn lower energy intensity in years to come.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency –

The reported data encompasses all Vesuvius India manufacturing units located in Kolkata, Vishakhapatnam, and Mehsana. While there is no independent assessment of the energy data, our data recording system is highly robust. The same data is reported to the Group through the environmental data reporting system, undergoing group-level verification.

Moreover, energy intensity management, achieved through both demand-side and supply-side interventions, is a crucial aspect of our overall greenhouse gas (GHG) reduction target. This target is an integral part of Vesuvius plc's global commitment to reducing its carbon footprint, aiming to achieve net-zero emissions by 2050 at the latest (<https://www.vesuvius.com/en/sustainability/our-planet.html>). Our solar energy generation initiatives are being continued during the current year and are expected to further expand in the future.



2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

None of our manufacturing units is identified as a DC under the PAT scheme of Government of India.

3. Details of the following disclosures related to water, in the following format:

Parameter	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
Surface Water	1111	1176
Ground Water	31000	8990
Third party water	85588	46060
Seawater/ desalinated water	NIL	NIL
Others	NIL	NIL
Total volume of water withdrawal (in kilolitres) (i+ii+iii+iv+v)	117699	56226
Total volume of water consumption (in kilolitres)	117699	56226
Water intensity per rupee of turnover (Water consumed/revenue from operations)	0.0073 (Turnover 1603.13 Cr)	0.0041 (Turnover 1365.44 Cr)
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumed / Revenue from operations adjusted for PPP)	0.0006	0.0003
Water intensity in terms of physical output	1.78	0.95
Water intensity (optional)- the relevant metric may be selected by the entity		

As an environmentally proactive organisation, water conservation is not just a responsibility for Vesuvius India, but an integral part of how we define ourselves. As our operations grow organically, Vesuvius India has seen a steep increase in its workforce as well as we have an expansion of production facility resulting into increased water intensity during reporting year. Nonetheless, adequate timely measures are already commenced to meet our sustainability objectives with regard to efficient usage of water. Mehsana plant of Vesuvius India Limited has already achieved Zero Liquid Discharge (ZLD) status. Other locations such as Kolkata and Vizag are also in line to increase their water recyclability and reusability to reduce usages which in turn positively affect our water intensity in years to come.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency –

The reported data includes water consumption for all manufacturing units of the Company situated in Kolkata, Vishakhapatnam, and Mehsana. Although water consumption within our manufacturing plants has been decreasing due to efficient use, there was a cumulative increase in water consumption. This rise is primarily attributed to the high demand for water necessitated by plant expansion and various construction projects initiated during Q1 of the reporting year. It's important to note that this visible increase in water usage should be considered a one-off case.

Additionally, the company has started recycling of water in the multiple wash booths of manufacturing processes which in turn further utilised in the same wash booths after an additional treatment. The Company reuse ETP outlet water in our manufacturing processes and domestic usages, thus by saving additional pumping in of supplementary 3rd party water.

While there is no independent assessment of the water intake data, our data recording system is highly robust, and the same data is utilised by our global organisation Vesuvius plc., undergoing group-level periodic verification. Despite our manufacturing process not being water-intensive, water security remains a crucial aspect of our sustainability program. The Company is consistently exploring ways to reduce water intake, emphasising the importance of every drop in our commitment to responsible water management. Quality of treated water before discharge is routinely monitored by the respective State Pollution Control Boards approved laboratories. Routine communication with the respective statutory authority are done as well.

Business Responsibility & Sustainability Report (Contd.)

4. Provide the following details related to water discharge

Parameter	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface Water	NA	
No treatment		
With treatment- please specify level of treatment		
(ii) To Groundwater		
No treatment		
With treatment- please specify level of treatment	4,956	4,900
(iii) To Seawater	NA	
No treatment		
With treatment- please specify level of treatment		
(iv) Sent to third-parties		
No treatment		
With treatment- please specify level of treatment	61,193	43,569
(v) Other		
No treatment		
With treatment- please specify level of treatment	4,537	3,419
Total Water Discharged (in kilolitres)	70,686	51,888

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency –

While there is no independent assessment of the water intake data, data recording system of the Company is highly robust, and the same data is utilised by our global organisation Vesuvius plc., undergoing group-level periodic verification. Quality of treated water before discharge is routinely monitored by the respective State Pollution Control Boards approved laboratories. Routine communication with the respective statutory authority are done as well.

5. Has the entity implemented a mechanism for Zero Liquid Discharge (ZLD)? If yes, provide details of its coverage and implementation.

At our Mehsana plant, the Company has implemented a Sewage Treatment Plant with a capacity of 9 kiloliters per day (KL/D). This facility treats all domestic effluent, and the treated effluent is utilised for gardening purposes. Although the Company generates a negligible amount of industrial effluent (250 liters per month), the Company has a forced evaporation system in place, practically adhering to a Zero Liquid Discharge (ZLD) approach.

In addition, Vishakhapatnam plant has already conducted a feasibility report to become a ZLD facility, whereas key consumption points and treated water usages plausibility are identified in Kolkata plant by internal teams. Building upon these assessments the Company plans to become ZLD organising encompassing all of its operations.

6. Details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
NOx	mg/m ³	36.4	35.2
SOx	mg/m ³	34.0	41.8
Particulate matter (PM)	mg/m ³	41.3	16.3
Persistent organic pollutants (POP)		NIL	NIL
Volatile organic compounds (VOC)		NIL	NIL
Hazardous air pollutants (HAP)		NIL	NIL
Others- please specify		NIL	NIL



Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

The Company conducts thorough environmental monitoring at our facilities, including stack monitoring and ambient air monitoring, on a quarterly basis. These assessments are performed by third-party entities, and the results consistently fall within permissible limits set by regulatory bodies. The monitoring process is carried out by laboratories approved by the respective State Pollution Control Boards and certified by the National Accreditation Board for Testing and Calibration Laboratories (NABL).

7. Details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	8575	7085
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	0	0
Total Scope 1 and Scope 2 emissions per rupee of turnover		0.00053 (Turnover -1603.13 Cr.)	0.00051 (Turnover -1365.44 Cr.)
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)		0.000044	0.000040
Total Scope 1 and Scope 2 emission intensity in terms of physical output		0.21	0.12
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency –

No external agency is involved but the Company has an internal mechanism to monitor these data and data gets monitored and reviewed at Global platform. The Company's overall GHG reduction target which is a constituent of Vesuvius plc's overall global carbon footprint reduction commitment of becoming net zero at the latest by 2050 (<https://www.vesuvius.com/en/sustainability/our-planet.html>).

In FY 2023, 8400 MWH REC certificates were acquired by the company to convert the entire electricity energy consumption to carbon free in turn to achieve net zero in scope-2 category.

Details are provided below:

Plant/Location wise purchase of REC	In-MWH
Vesuvius India CL-Plant Kolkata	5,000
Vesuvius India VS/VP-Plant Vizag	2,200
Vesuvius India MH-Plant Mehsana	1,200

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

The Company has a structured program in place for reduction of Scope 1 and Scope 2 emissions, year on year. For each of our manufacturing units, GHG abatement projects are identified and made actionable. The progress in these projects is monitored centrally at country level and reported periodically at Group level.

The Company's efforts in managing GHG formally started in FY 2019 as Vesuvius plc became a signatory to UNGC. The Group's global target was to reduce the Scope 1 and Scope 2 emissions intensity by 20% till FY 2025. The GHG abatement projects are in the areas of reduction of fuel usage, fuel switch, energy efficient equipment, use of renewable energy (solar), productivity improvement and use of superior technology.

Energy usage optimisation programs continue at all the manufacturing units. Projects such as replacing air operated diaphragm pumps with electrically operated diaphragm pumps for glaze circulation, new screw type water chiller for central air conditioning systems, VRV type air conditioning systems in offices, optimisation of high temperature firing cycles etc. Including this the Company has further expanded its solar power project in 2023 as well.

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The details of the solar generation are as below:

Location	Capacity (kWp)	Units Generated in 2023 (MWh)	% of solar electricity consumption
Kolkata	861	800	14
Vizag- Unit 1	200	231	31
Vizag- Unit 2	633	681	26

In addition to this, the Company has taken up initiatives to reduce carbon emissions at our customers' end by working closely with them.

9. Details related to waste management by the entity, in the following format:

Parameter	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	26.76	97.06
E-waste (B)	0.50	NIL
Bio-medical waste (C)	0.00	NIL
Construction and demolition waste (D)	60.41	48.52
Battery waste (E)	0.00	2.4
Radioactive waste (F)	0.00	NA
Other Hazardous waste- please specify (G)	309.92	827.4
Other Non-hazardous waste generated (H). Please specify, if any (Break-up by composition i.e., by materials relevant to the sector)	1589.47	725.89
Total (A+B + C + D + E + F + G + H)	1987.06	1701.27
Waste intensity per rupee of turnover (total waste generated/Revenue from operation) Kg/Rs	0.000123	0.000124
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (total waste generated/Revenue from operation adjusted for PPP)	0.0000102	0.0000097
Waste intensity in terms of physical output	0.03	0.03
Waste intensity (optional)- the relevant metric may be selected by the entity		
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
Recycled	1429.52	1120.62
Re-used	60.41	78.6
Other recovery operations	NIL	NIL
Total	1489.93	1199.22
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
Incineration	NIL	NIL
Landfilling	480.92	463
Other disposal operations	16.21	39.05
Total	497.13	502.05

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. –

While there is no independent assessment of the water intake data, the Company data recording system is highly robust, and the same data is utilised by Vesuvius plc., undergoing group-level periodic verification.



10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

A comprehensive waste management program is in place to manage waste efficiently. Although this program has been formalised in 2021 with adoption of the global sustainability objective i.e., **Solid Waste (Hazardous and sent to land fill) - 25% reduction of solid waste per metric tonne of product packed for shipment by 2025 (vs 2019)**, the Company has advanced well in the reporting year as well. The primary focus is on reducing the target category of solid waste, aligning with the Group's sustainability objectives. Simultaneously, the Company makes continuous efforts to maximise the recycling and reuse of generated solid waste. When it comes to the disposal of unavoidable solid waste, the Company adhere to stringent protocols. These disposal activities are always fully managed through authorised agencies approved by the government, such as state or central pollution control boards, as applicable.

This is one of the prime commitments, underscores our dedication to responsible waste management practices, emphasising recycling and proper disposal methods to minimise the Company's environmental impact.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

None of the manufacturing units are in/around ecologically sensitive areas

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
1.	NIL	NA	NA

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NA	NA	NA	NA	NA	NA

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

The Company is complying with the laws and regulations applicable to the Company.

Sl. No.	Specify the law/ regulation/ guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
	NA	NA	NA	NA

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres)

For each facility / plant located in areas of water stress, provide the following information:

- (i) Name of the area (NA)
- (ii) Nature of operations

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(iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Water withdrawal by source (in kilolitres)	NA	
(i) Surface Water		
(ii) Ground Water		
(iii) Third party water		
(iv) Seawater/ desalinated water		
(v) Others		
Total volume of water withdrawal (in kilolitres) (i+ii+iii+iv+v)		
Total volume of water consumption (in kilolitres)		
Water intensity per rupee of turnover (Water consumed/revenue from operations)		
Water intensity (optional)- the relevant metric may be selected by the entity		
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into surface water		
No treatment		
With treatment- please specify the level of treatment		
(ii) Into ground water		
No treatment		
With treatment- please specify the level of treatment		
(iii) Into seawater		
No treatment		
With treatment- please specify the level of treatment		
(iv) Sent to third-parties		
No treatment		
With treatment- please specify the level of treatment		
(v) Other		
No treatment		
With treatment- please specify the level of treatment		
Total water discharged (in kilolitres)		

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) if yes, name of the external agency.

Not Applicable at this point in time

2. Details of total Scope 3 emissions & its intensity, in the following format:

Not applicable as the Company has not started accounting of Scope 3 as yet.

Parameter	Unit	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	MT CO ₂ e		
Total Scope 3 emissions per rupee of turnover			
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) if yes, name of the external agency.

NA



3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

This section is not applicable to the Company.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No	Initiative undertaken	Details of the initiative (web link if any, may be provided along-with summary)	Outcome of the initiative
1	New High temperature Kolkata plant VISO Kiln	Installed a new firing kiln with heat recovery system that is 20% more efficient than previous kilns	Reduced LPG consumption by about 40Mt annually which is equivalent to 117 tons of ₹02
2	Roof top Solar installations at Kolkata and Vizag manufacturing plants	Installed total 400 Kwp roof top solar panels at Kolkata and Vizag plants generating approx. 400 MW of power annually	Approx 275 tons of annual CO ₂ reduction
3	Reduction in process effluent discharge through recirculation at Kolkata Plant	-Recycling system in Flood glaze wash booth. Dip glaze wash booth & ETP water consumption increment in storage tank and piping network facility	Reduction of water consumption used for process

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

The Company has formal a strategic plan for continuity of business, in case the unit suffers any kind of long-term intervention, caused by meteorological effects, accidents, politics and riots, from major effects that should stop the production for a long period, over than 30 days. The Company implemented several innovative initiatives leveraging its IT infrastructure to ensure business continuity and efficient operations in a challenging environment. As an example, our IT infrastructure has helped recover from a major cyber-attack in 2023 which we resolved in a short period due to business continuity plans and leveraging innovative and resilient IT solutions.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

The Company is steadfast in its commitment to enhancing its contribution to a sustainable world. This commitment is channeled through the development of products and services designed to enhance safety, optimise environmental performance, diminish greenhouse gas emissions, and foster a circular economy. Our products possess the potential to assist customers in substantially reducing and preventing greenhouse gas emissions compared to their existing practices. The Company actively collaborate with customers to assist them evaluate the CO₂e emission reduction our products bring to their complete value chain.

The sustainability competitive edge that our products offer to customers:

- Reduced heat losses
- Extend production sequence length, reduce downtime
- Increase metal yield in castings
- Reduce downgrading, re-melting of scrap and repair of defects
- Improve metal performance
- Maximise casting speed and throughput
- Reduce and avoid greenhouse gas emissions

Moreover, with novel design of our refractories the Company was able to increase average tundish sequence length which results into higher productivity and lesser consumption of refractories.

The Company has initiated engagement with our upstream value chain partners which in future will be increased as per the policy of the group.

Business Responsibility & Sustainability Report (Contd.)

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

During the reporting year, approximately 37% of our suppliers are assessed on sustainability parameters by the Vesuvius plc. which includes India operation as well.

Principle 7:

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.
The Company is a member of four such association at present.
- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

Sl. No.	Name of the trade and industry chambers/association	Reach of trade and industry chambers/associations (State/National)
1	IRMA (Indian Refractory Manufacturer Association)	National
2	CII (Confederation of Indian Industry)	National
3	BCCI (Bengal Chambers of Commerce & Industry)	State
4	Mehsana Industries Owner Association	State

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Not Applicable

Name of authority	Brief of the case	Corrective action taken

Leadership Indicators

1. Details of public policy positions advocated by the entity:

Not Applicable

Sl. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/Half yearly/Quarterly/ Others – please specify)	Web Link, if available



Principle 8:

Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Not Applicable

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes/No)	Relevant Web link

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Not Applicable

S.L. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	No. of Project Affected Families (PAFs)	Amounts paid to PAFs in the FY (In Rs)

3. Describe the mechanisms to receive and redress grievances of the community.

Yes, through Speak Up- Web link for Speak Up-<http://www.vesuvius.ethicspoint.com/> . For details see section Principal 3(1)(6)(C)

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Directly sourced from MSMEs/ small producers	13%	8%
Directly from within India	11%	12%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:

Location	FY 2023 (Current Financial Year)		FY 2022 (Previous Financial Year)	
	Employee	Worker	Employee	Worker
Rural (0-10,000)	NA	NA	NA	NA
Semi-urban (10,001- 1,00,000)	NA	297228	NA	271020
Urban (1,00,001- 10,00,000)	NA	302340	NA	276684
Metropolitan (more than 10,00,000)	2267208	718632	2438436	665520

(Place to be categorised as per RBI Classification System - rural / semi-urban / urban / metropolitan)

Business Responsibility & Sustainability Report (Contd.)

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Not Applicable

Details of negative social impact identified	Corrective action taken

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount Spent (in Rs)
1	Andhra Pradesh	Vishakhapatnam	34.00Lakhs
2	Odisha	Dhenkanal-Angul	12.00Lakhs

3. a. Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised /vulnerable groups? (Yes/No)

The Company follows sustainable procurement policy issued by the Group Company.

- b. From which marginalised /vulnerable groups do you procure?

Not Applicable

- c. What percentage of total procurement (by value) does it constitute?

Not Applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Not Applicable

Sl. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes/No)	Basis of calculating benefit share

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Not Applicable

Name of authority	Brief of the case	Corrective action taken



6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalised groups
1	Rehabilitation of Cerebral Palsy Children	40	100%
2	Medical Aid to children with HIV/AIDS	100	100%
3	Detoxification of Children and rehabilitation	20	100%
4	Smart classes for children from disadvantaged groups	24	100%
5	Learning support for Underprivileged children	140	100%
6	Educate Girl Child Project (reducing Dropouts)	615	100%
7	Technical education for women	9	100%
8	Promotion of STEM (Science, Technology, Engineering and Mathematics)	4589	100%
9	Inclusive education for Girls	145	100%
10	WASH (Water, Sanitation and Hygiene) in schools	4589	100%
11	General healthcare for female Sex workers	3500	100%
12	Education On Wheels	15	100%

Principle 9:

Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company manages customer complains through a very robust system which starts with initiation of “Customer corrective action request (CCAR)” in our CCAR database (centralised platform to register, monitor and close CCAR) followed by high quality time bound closure of the issue through the well-established 8D process.

CCAR Procedure

Initiation- A CCAR can be recorded by any Vesuvius employee for any product or service that has been provided to the Customer. Sales is responsible for ensuring that the issue is communicated immediately and that actions are taken to define and contain the issue within 24 hours of learning of the occurrence. The CCAR should be formally submitted within 4 days of learning of the occurrence. The principle is that any customer issue linked to our product, its application or our service at the customer, direct or indirect should lead to a CCAR. In any case, a CCAR must be submitted in any of the following circumstances, regardless of whether we think the problem is our responsibility:

- Any written customer complaint formally communicated to us.
- Any phone call from the customer requesting an urgent visit for a quality related issue.
- Any verbal expression of dissatisfaction by the customer during a visit; only exception: – if this relates to the application of our product and can be resolved during the same visit, then a CCAR is not needed, but nevertheless, be mentioned in the visit report. – If a further visit is needed to resolve the issue, than a CCAR is required
- Any incident where our product is involved
- Any free of charge replacement of product already received by the customer if quality related. • Any credit note(s) if quality related.
- Any product non-conformance discovered at the customer site (delivery, packaging, broken pcs, specification...)

Business Responsibility & Sustainability Report (Contd.)

Containment actions- As soon as we learn about an incident, customer protection is an absolute priority. It includes but is not limited to:

- Immediate visit to the customer
- Quarantine and replacement of doubtful products all along the supply chain.
- Inspection and sorting of the quarantined products; this may require third-party involvement.
- Adequate communication with the customer to protect the relationship. The removal of products in customer hands must be considered as a mandatory containment action to protect the customer. It does not entail acknowledgement of our responsibility. The immediate containment actions have in any case to be implemented before the next shipment.

Repeats- A repeat CCAR is required for any similar problem with a similar product at the same customer, for any subsequent shipment within 24 months. The statistics count only repeats within 12 months. Exception is when the customer or the Group Quality Director formally grants a concession for a defined time or number of shipments. In such circumstances, an additional repeat CCAR shall be raised each month for any additional customer rejects. In the case of the trial to confirm corrective actions (D7) failing.

- if the execution of the trial was a failure, then a CCAR is needed.
- if however the result of the trial is that the proposed fix did not work, then that is not a CCAR

Severity- Assigning Severity to a CCAR is mandatory, and is defined as follows:

Severity 1: an injury; a dangerous occurrence that could result in a severe accident/incident*; a problem at our external customer's customer, Another significant customer disruption or potential financial impact*

Severity 2: a production/installation stoppage at our customer; delivery issues stopping the customer or forcing him to change his production schedule.

Severity 3: other dangerous occurrences; reduced service life of the product; significant delivery issues; other failures.

Severity 4: other product or service issues; other delivery timing/quantity issues

CCAR is handled, resolved with proper root cause analysis using 8D PPS (8-Discipline of practical problem solving) methodology and learning of it is implemented to prevent recurrence and further shared for horizontal deployment at other Vesuvius plants and locations.

D1 – Clarify the Problem	summary of occurrence
D2 – Grasp the Current Situation	problem categorisation, ownership assignment in the plant, and evaluation of risk to similar products
D3 – Contain and Set Targets	immediate containment actions
D4 – Analyse the Causes	root cause analysis of the non-conformance and the non-detection
D5 – Corrective Actions	for the non-conformance and corrective actions for the non-detection
D6 – Execute and Track Progress	effectiveness review of the corrective actions at plant
D7 – Check Results	effectiveness review of the corrective actions at the customer (Sales)
D8 – Standardise and Establish Control	lessons learned – prevention of repeats – close the CCAR

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	
Safe and responsible usage	100%
Recycling and/or safe disposal	4.03%



3. Number of consumer complaints in respect of the following:

	FY 2023 (Current Financial Year)		Remarks	FY 2022 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	NIL	NA		NIL	NA	
Advertising	NIL	NA		NIL	NA	
Cyber-security	NIL	NA		NIL	NA	
Delivery of essential services	215	75		388	20	
Restrictive Trade Practices	NIL	NA		NIL	NA	
Unfair Trade Practices	NIL	NA		NIL	NA	
Other	NIL	NA		NIL	NA	

4. Details of instances of product recalls on account of safety issues:

Not applicable

	Number	Reasons for recall
Voluntary recalls	NA	
Forced recalls	NA	

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, Global policy on Data Protection Policy is available and well adopted by the Company.

web-link of the policy- <https://www.vesuvius.com/en/site-services/data-privacy-notice.html>

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

With the progress in technological innovation data security has become a paramount concern of today for every entity. The Company is no exception in that consideration. As mentioned above, The Group has a very rigorous and future-ready data protection policy at place to be followed by every employee and worker mandatorily. Additionally, the Company periodically organises mandatory training and awareness programs for its employees on cyber security “dos-do nots” which includes assessments on data security training, pseudo-phishing mails

7. Provide the following information relating to data breaches:

- Number of instances of data breaches – NIL
- Percentage of data breaches involving personally identifiable information of customers - NIL
- Impact, if any, of the data breaches - None

Business Responsibility & Sustainability Report (Contd.)

Leadership Indicators

- 1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

It is B2B business and hence no such channels exist.

- 2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

Frequent webinars, seminars, awareness programs are held for customer's especially on new products and technologies.

- 3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

Yes, such mechanism exists.

- 4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes,**

provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

The Company ensure that all our products are appropriately labelled in accordance with both Vesuvius standards and local laws. Additionally, the Company provides Safety Data Sheets (SDS) for our products, offering comprehensive information on their safe use and handling. To maintain an open line of communication with our customers, the Company engages through multiple forums to collect valuable performance feedback for our products and services. It is noteworthy that some of the benchmark performances have received formal appreciation from customers on multiple occasions. This ongoing feedback loop allows the Company to continually enhance the quality and safety of the products, meeting the needs and expectations of our customers.



Prescribed particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo [under section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

Annexure VII

(A) Conservation of energy

(i) the steps taken or impact on conservation of energy:

- Energy usage optimisation programmes continue at all the manufacturing units. Projects such as replacing air operated diaphragm pumps with electrically operated diaphragm pumps for glaze circulation, new screw type water chiller for central air conditioning systems, VRF type air conditioning systems in offices, optimisation of high temperature firing cycles etc.

(ii) The steps taken by the Company for utilising alternate sources of energy:

- New 250kWp roof top solar power for Kolkata and 130kWp for Vizag manufacturing plants have been commissioned in 2023 taking the total installed solar generation capacities to 861kWp and 833kWp at Kolkata and Vizag respectively.

(iii) The capital investment on energy conservation equipment:

- Approximately Rs. 45 Lakhs have been incurred on energy saving equipment during the year.

(B) Technology absorption

(i) Efforts made towards technology absorption:

- Supergard Oxygen Barrier lining (OBL) for tundish to improve the steel cleanliness in Value Added steel grades like Electrical Steel and Ultra Low Carbon grades.
- SURCAST Quick Start for tundish backup lining to improve tundish turnaround time and to save considerable Carbon footprints by reducing heating cycle time.
- ATOM established successfully as an integral part of Value-Added Tundish Solution package in improving steel quality, casting parameters at various customers.
- DURASLEEVE – High Performance Slagline Sleeve for Sub Entry Nozzle and MTSP to reduce annual tundish preparation requirements and lower ramping requirement.

- The Newly launched Kellundite 857C product for the harsh environment of Alloy Steel melting through Induction furnace route, has outperformed 100 + heats consistently. With our Gen-next Solutions, we are committed to provide Optimised Efficiency, KELLUNDITE 857 C excels in enhancing the efficiency of the melting process, ensuring top-notch performance in every heat. Providing Durable, extended, and Reliable solutions, the durability of KELLUNDITE 857 C minimises the downtime, offering a reliable solution for alloy steel melting needs.
- Vesuvius India has developed Solutions to address these severe atmospheres in the Kiln Inlet, Nose ring and the Burner Pipe area. Our solutions with composite Monolithics and Pre-Cast Shapes has extended the performance of the Kiln Inlet Zone without any Breakdowns. Our Newly developed Solutions with "Duraflo ZX" and "ONYX AFX" has outperformed in AFR Zone areas with both In-Situ and Pre-Cast Solutions.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

Product improvement/ product development:

- Basillite QuickStart: Transforming Tundish Bay - spray working lining for tundish to save Carbon footprint, faster Tundish turnaround and saving direct cost on saving Natural Gas / LDO like fuel by avoiding flame drying of spray lining in tundish.
- New generation purging plug 'OPTICLEAN' to help in improving opening efficiency resulting in better recovery of ferro alloys.
- L-Tech : High performance Slide Gate plate for corrosive steel grades.
- Vesuvius Tundish performance has broken its past record:
 - in ensuring longest casting duration for our customers resulting into productivity and yield improvement achieving 65heats (48hrs) in GTC2085 tundish

- achieving 43heats (29hrs 50min) through flagship tube changer technology SEM3085, compatible high duty refractories.

Import Substitution:

- Continuous efforts are put in to establish sustainable indigenous supply chain for substitution of imported raw material with recycled products procured locally.

(iii) in case of import technology (imported during last three years reckoned from beginning of the financial year) following information is furnished:

- Benefit of Ladle scanner technology has been well accepted in Indian steel plant and two ladle scanners are commissioned in Indian steel plants.

(iv) the expenditure incurred on Research and Development:

- The Company is benefitting from the Group's Research and Development unit at Visakhapatnam which is primarily for monolithic products. The Company has incurred capital expenditure of Rs. 33 Lakhs on R&D, and Rs. 948 Lakhs (Including depreciation of Rs. 70 Lakhs) has been incurred as R&D expenses at the R&D unit at Visakhapatnam. All other R&D support are received from the Vesuvius Group.

(C) Foreign Exchange Earnings and Outgo during the year

- Foreign Exchange Earnings in terms of actual inflows: Rs. 5,940.53 Lakhs
- Foreign Exchange outgo in terms of actual outflow: Rs. 39,559.54 Lakhs (including dividend remittance)



Annual Report on Corporate Social Responsibility

Annexure VIII

The Annual Report on CSR Activities for Financial Year Ended on December 31, 2023

1. Brief outline on CSR Policy of the Company:

Vesuvius seeks to be a good corporate citizen wherever it does business and respects local concerns, customs and traditions. Embracing Diversity is a cornerstone of Vesuvius values. Vesuvius recognises that its operations impact a wide community of stakeholders, including investors, employees, customer, business associates and local communities, and that appropriate attention to the fulfilment of corporate responsibilities will enhance overall performance.

Vesuvius is committed to positively contribute to the future of the planet by supporting education opportunities for children and youth, as well as those coming from disadvantaged background and especially encouraging more women into scientific / technical fields of education.

The scope of activities which the Company undertakes towards fulfillment of its CSR are in line with Schedule VII of the Companies Act, 2013 (the Act). The Company is focusing on the following key areas for its CSR Activities:

1. Education & Skill Development
2. Health Care
3. Poverty Eradication
4. Hunger Eradication
5. Women and Child Welfare
6. Conservation and Environment

Subject to the provisions of the Act, the Company undertakes the CSR Activities either (i) directly and/ or (ii) through Implementing Agencies as defined in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	No. of meetings of CSR Committee held in 2023	No. of meetings of CSR Committee attended in 2023
1.	Mr Biswadip Gupta	Chairman (Independent Director)	2	2
2.	Mr Nitin Jain	Member (Managing Director)	2	2
3.	Mr Henry Knowles	Member (Non-Executive Non-Independent Director)	2	2
4.	Ms Nayantara Palchoudhuri	Member (Independent Director)	2	2
5.	Mr Sudipto Sarkar	Member (Independent Director)	2	2

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

The Composition of CSR Committee, CSR Policy and CSR Projects as approved by the Board are available on the Company's website <https://vesuviusindia.in/>.

Annual Report on Corporate Social Responsibility (Contd.)

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

Not applicable, as the average CSR obligation of the Company did not exceed Rs. 10 Crore , in the three immediately preceding financial years.

5.	(a) Average net profit of the Company as per sub-section (5) of section 135	Rs. 10,760 Lakhs
	(b) Two percent of average net profit of the Company as per sub-section (5) of section 135	Rs. 213 Lakhs
	(c) Surplus arising out of the CSR projects/programmes/activities of the previous financial years.	NIL
	(d) Amount required to be set off for the financial year, if any	NIL
	(e) Total CSR obligation for the financial year [(b)+(c)-(d)].	Rs. 213 Lakhs
6.	(a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).	Rs. 216 Lakhs
	(b) Amount spent in Administrative overheads.	Rs. 11 Lakhs
	(c) Amount spent on Impact Assessment, if applicable.	NIL
	(d) Total amount spent for the Financial Year [(a)+(b)+(c)].	Rs. 227 Lakhs

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (Rs. in lakhs)	Amount Unspent (Rs. in lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
227	NIL	NA	NA	NIL	NA

(f) Excess amount for set off, if any:

Sl. No.	Particular	Amount (Rs. in lakhs)
(i)	Two percent of average net profit of the Company as per section 135(5)	213
(ii)	Total amount spent for the Financial Year	227
(iii)	Excess amount spent for the financial year [(ii)-(i)]	14
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

Note: The Company does not propose to carry forward the excess amount spent during the year.



7. Details of Unspent CSR amount for the preceding three Financial Years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (Rs. in lakhs)	Balance Amount in Unspent CSR Account under section 135 (6) (Rs. in lakhs)	Amount spent in the Financial Year (Rs. in lakhs)	Amount transferred to any fund specified under Schedule VII as per section 135(5), if any		Amount remaining to be spent in succeeding financial years (Rs. in lakhs)	Deficiency, if any
					Amount (Rs. in lakhs)	Date of transfer		
1.	2022	NIL	NIL	N.A.	N.A.	N.A.	NIL	
2.	2021	NIL	NIL	N.A.	N.A.	N.A.	NIL	
3.	2020	NIL	NIL	N.A.	N.A.	N.A.	NIL	

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

☒ Yes ☒ No

If Yes, enter the number of Capital assets created/ acquired: Not applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of Creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if Applicable	Name	Registered address

NIT

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135 : Not applicable.

Place: Kolkata
Date: February 09, 2024

Nitin Jain
Managing Director
DIN – 07934566

Biswadip Gupta
Chairman, CSR Committee
DIN – 00048258

Secretarial Audit Report

Annexure IX

Anjan Kumar Roy & Co.

Company Secretaries

A Peer Reviewed Firm

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

Secretarial Audit Report

For the Financial Year ended December 31, 2023

[Pursuant to Section 204 of Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

To

The Members

M/s. Vesuvius India Limited

P-104, Taratala Road

Kolkata – 700 088

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Vesuvius India Limited** (hereinafter to be referred as the “**Company**”) for the financial year ended December 31, 2023 (hereinafter to be referred as “**audit period**”). Secretarial Audit was conducted on test check basis, in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
2. On the basis of verification of the secretarial compliance and on the basis of secretarial audit of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, as provided to us during the said audit by the Company, its officers, agents and authorized representatives, we hereby report that in our opinion and to the best of our understanding, the Company, during the audit period has complied with the statutory provisions listed hereunder and also the Company has adequate Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:
3. We further report that compliance with applicable laws is the responsibility of the Company and our report constitutes an independent opinion. Our report is neither an assurance for future viability of the Company nor a confirmation of efficient management by the Company.
4. (I) We have examined the records, minute books, documents, forms and returns filed and other records maintained by the Company for and during the financial year ended on December 31, 2023 according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.: -
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - Not Applicable during the audit period.
 - d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - Not Applicable during the audit period.
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; - Not Applicable during the audit period.
 - h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; - Not Applicable during the audit period.



- i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;- Not Applicable during the audit period.

And to the best of our knowledge, belief and understanding, we are of the view that the Company has complied with the provisions of the above mentioned Acts, Regulations and Rules made thereunder, during the aforesaid audit period.

- (II) We have also examined the secretarial compliance on test check basis of the records maintained by the Company for the financial year ended on December 31, 2023, with the provisions of the following laws specifically applicable to the Company and as shown to us during our audit;

- i). Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
- ii). The Environment Protection Act, 1986
- iii). The Public Liability Insurance Act, 1991, and
- iv). The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

And to the best of our knowledge, belief and understanding, we are of the view that the Company has complied with the specific laws mentioned above, during the aforesaid audit period.

- (III) We have also examined the Structured Digital Database pursuant to Regulation 3(5) and 3(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 maintained by the Company for the financial year ended on December 31, 2023 and to the best of our knowledge, belief and understanding, we are of the view that the Company has complied with the provisions pursuant to Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, during the aforesaid audit period.

5. We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India under Section 118 of the Companies Act, 2013 and to the best of our knowledge, belief and understanding, we are of the view that the Company has complied with the provisions of Section 118 of the Companies Act, 2013 during the aforesaid audit period.

6. We have checked the compliance with the provisions of the Standard Listing Agreement entered by the Company with National Stock Exchange of India Limited and BSE Limited, the Stock Exchanges in India and also with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable during the audit period and to the best of our knowledge, belief and understanding, we are of the view that the Company has complied with the secretarial functions and board processes to comply with the applicable provisions thereof, during the aforesaid audit period.

7. That on the basis of the audit as referred above, to the best of our knowledge, understanding and belief, we are of the view that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above in Paragraph 4(I), Paragraph 4(II), Paragraph 4(III), Paragraph 5 and Paragraph 6 of this report;

8. We further report that,

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There has been no change in the composition of the Board of Directors during the audit period
- b) Adequate notices are given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance.
- c) Majority decision is carried through and recorded as part of the minutes.

9. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, generally applicable to Company.

10. This report is to be read with our letter of even date, which is annexed as **Annexure A**, forming an integral part of this report.

For, Anjan Kumar Roy & Co.
Company Secretaries

Anjan Kumar Roy
Proprietor
FCS No. 5684
CP. No. 4557

Place: Kolkata
Date: February 09, 2024

UDIN: F005684E003384653
Peer Review Certificate No.: 869/2020

Secretarial Audit Report (Contd.)

Annexure A

(To the Secretarial Audit Report of M/s. Vesuvius India Limited for the financial year ended December 31, 2023)

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

Our Secretarial Audit Report for the financial year ended December 31, 2023, of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulation, happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, Anjan Kumar Roy & Co.
Company Secretaries

Anjan Kumar Roy
Proprietor
FCS No. 5684
CP. No. 4557

UDIN: F005684E003384653
Peer Review Certificate No.: 869/2020

Place: Kolkata
Date: February 09, 2024

FINANCIAL STATEMENTS

Independent Auditor's Report

To the Members of Vesuvius India Limited

Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of Vesuvius India Limited ("the Company"), which comprise the Balance Sheet as at December 31, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at December 31, 2023, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

4. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter

Appropriateness of Recognition of Revenue under Ind AS 115 [Refer note 2.9 and note 27 to the financial statements]

The Company recognises revenue from sale of goods and rendering of services when control is transferred to the customer.

Recognition of revenue depends on the performance obligations related to sale of products and rendering of services and total consideration (including variable consideration) determined, which vary across contracts with customers. Accordingly, the amount and timing of recognition of revenue is assessed by the Company based on the timing of the satisfaction of the performance obligations under each contract. There is a risk of inappropriate revenue recognition if revenue is not accounted for in accordance with contractual terms of the respective arrangements with the customers.

The appropriateness of recognition of revenue is a key audit matter considering the significance of the amounts involved.

How our audit addressed the key audit matter

Our audit procedures in relation to revenue recognition included the following:

- We obtained an understanding of processes and controls on revenue recognition and tested the operating effectiveness of the relevant controls;
 - Performed testing of sample contracts / purchase orders, shipping documents (e.g. lorry receipts, bill of lading, etc.) and customer acknowledgments, as applicable to ensure the revenue transactions have been appropriately recorded on fulfilment of the related performance obligations as per the selected contracts;
 - Tested appropriateness of adjustments made for variable consideration;
 - Examined material non-standard journal entries and other adjustments posted to revenue accounts;
 - Assessed adequacy of presentation and disclosure.
- Based on the above stated procedures, no exceptions were noted by us in revenue recognition including those relating to presentation and disclosures as required by the applicable accounting standard.

Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise



appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the financial statements

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
7. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

8. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably

be expected to influence the economic decisions of users taken on the basis of these financial statements.

9. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Independent Auditor's Report (Contd.)

11. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
12. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

13. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
14. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors, taken on record by the Board of Directors, none of the directors is disqualified as on December 31, 2023, from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 37 to the financial statements;
 - ii. The Company was not required to recognise a provision as at December 31, 2023 under the applicable law or accounting standards, as it does not have any material foreseeable losses on long-term contract. The Company did not have any derivative contracts as at December 31, 2023;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 56 (a) to the financial statements);
 - (b) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with



- the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 56 (b) to the financial statements); and
- (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act.
- vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for books of account to have the feature of audit trail, edit log and related matters in the accounting software used by the Company, is applicable to the Company only with effect from financial year beginning January 1, 2024, the reporting under clause (g) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), is currently not applicable.
15. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- For **Price Waterhouse Chartered Accountants LLP**
Firm Registration Number: 012754N/N500016
Rajib Chatterjee
Partner
- Gurugram
February 09, 2024
- Membership Number: 057134
UDIN: 24057134BKGTZU5880

Independent Auditor's Report (Contd.)

Annexure A to Independent Auditor's Report

Referred to in paragraph 14(f) of the Independent Auditor's Report of even date to the members of Vesuvius India Limited on the financial statements for the year ended December 31, 2023

Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of Vesuvius India Limited ("the Company") as of December 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls with reference to financial statements.

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at December 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For **Price Waterhouse Chartered Accountants LLP**

Firm Registration Number: 012754N/N500016

Rajib Chatterjee

Partner

Gurugram

February 09, 2024

Membership Number: 057134

UDIN: 24057134BKGTZU5880

Independent Auditor's Report (Contd.)

Annexure B to Independent Auditors' Report

Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of Vesuvius India Limited on the financial statements as of and for the year ended December 31, 2023

- i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.
- (B) The Company is maintaining proper records showing full particulars of Intangible Assets.
- (b) The Property, Plant and Equipment are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 3 to the financial statements, are held in the name of the Company, except for the leasehold land at Kolkata as stated in Note 5(vii), for which renewal of lease is under progress.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use assets) or intangible assets does not arise.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- ii. (a) The physical verification of inventory excluding goods in transit has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- (b) During the year, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate from banks and financial institutions on the basis of security of current assets and accordingly, the question of our commenting on whether the quarterly returns or statements are in agreement with the unaudited books of account of the Company does not arise.
- iii. (a) The Company has not made any investments during the year. The company has not granted secured/ unsecured loans/advances in nature of loans, or stood guarantee, or provided security to any company /firm / Limited Liability Partnership/ other party during the year other than unsecured loan to 47 employees. The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans to parties (aforesaid employees) are as per the table given below:

	Loans (Rs. in Lakhs)
Aggregate amount granted/ provided during the year - Others (Employees)	65.94
Balance outstanding as a balance sheet date in respect of the above case - Others (Employees)	61.81

(Also refer Note 57 to the financial statements)

- (b) In respect of the aforesaid loans, the terms and conditions under which such loans were granted are not prejudicial to the Company's interest.
- (c) In respect of the aforesaid loans, the schedule of repayment of principal and payment of interest has been stipulated, and the parties (employees) are repaying the principal amounts, as stipulated, and are also regular in payment of interest as applicable.
- (d) In respect of the aforesaid loans, there is no amount which is overdue for more than ninety days.
- (e) There were no loans /advances in nature of loans which fell due during the year and were renewed/ extended. Further, no fresh loans were granted to same parties to settle the existing overdue loans/ advances in nature of loan.



- (f) The loans/advances in nature of loans granted during the year had stipulated the scheduled repayment of principal and payment of interest and the same were not repayable on demand. No amount of loans/advances in the nature of loans were granted to the promoters/related parties.
- iv. The Company has not granted any loans or made any investments or provided any guarantees or security to the parties covered under Sections 185 and 186. Therefore, the reporting under clause 3(iv) of the Order are not applicable to the Company.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits referred in Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same and are of the opinion that, prima facie, the prescribed accounts and records have been made and

maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, and other material statutory dues, as applicable, with the appropriate authorities. Also, refer Note 68 to the financial statements regarding management's assessment on certain matters relating to provident fund.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of statutory dues referred to in sub-clause (a) as at December 31, 2023 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. in Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Disallowances arising out of Income tax proceedings (Net of Deposits of Rs. 4,307 lakhs)	6,202	2006-07, 2013-14 and 2019-20	Commissioner of Income Tax (Appeals)
Central Excise Act, 1944	Disallowance of Cenvat credit (net of deposit Rs. 11 lakhs)	204	2007-08 to 2017-18	Central Excise and Service Tax Appellate Tribunal, Additional Commissioner, Commissioner (Appeals)
Finance Act, 1994	Non / short payment of service tax	12	2006-07 and 2007-08	Central Excise and Service Tax Appellate Tribunal
Central Sales Tax Act, 1956	Non Submission of Forms (net of deposits of Rs. 246 lakhs)	206	2005-06, 2012-13, 2014-15 to 2016-17	Sales Tax Appellate Tribunal, Commissioner (Appeals), Appellate Deputy Commissioner
Central Sales Tax Act, 1956	Disallowance of Stock Transfer	2,723	2008-09 to 2011-12	Sales Tax Appellate Tribunal
Andhra Pradesh Value Added Tax Act, 2005	Denial of Input credit (net of deposits of Rs. 28 lakhs)	17	2011-12, 2012-13	Sales Tax Appellate Tribunal
Andhra Pradesh Value Added Tax Act, 2005	Disallowance of Stock Transfer (net of deposits Rs. 8 lakhs)	10	2010-11	Sales Tax Appellate Tribunal
Karnataka Value Added Tax Act, 2003	Denial of Input credit (net of deposits of Rs. 99 lakhs)	100	2005-06 and 2006-07	Hon'ble Supreme Court of India

- viii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- ix. (a) As the Company did not have any loans or other borrowings from any lender during the year, the reporting under clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our audit procedures,

Independent Auditor's Report (Contd.)

we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

- (c) According to the records of the Company examined by us and the information and explanations given to us, the Company has not obtained any term loans.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, the Company has not raised funds on short term basis.
- (e) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year.
- x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company has received whistle-blower complaints during the year, which have been considered by us for any bearing on our audit and reporting under this clause.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provision of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act
- xiv. (a) The internal audit of the Company is covered under the group internal audit pursuant to which an internal audit is carried out every year. In our opinion, the Company's internal audit system is commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditor for the period under audit have been considered by us.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the management of the Company, the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does



not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.

- xvii. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause (xviii) is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 52 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they

fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.

- xx. As at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **Price Waterhouse Chartered Accountants LLP**

Firm Registration Number: 012754N/N500016

Rajib Chatterjee

Partner

Gurugram
February 09,

Membership Number: 057134
2024 UDIN: 24057134BKGZU5880

Balance Sheet

as at December 31, 2023

(Amount in Rs. Lakhs, unless stated otherwise)

	Notes	As at December 31, 2023	As at December 31, 2022
ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	3	22,713	19,244
(b) Capital work-in-progress	4	8,642	3,817
(c) Right-of-use assets	5	8,758	44
(d) Intangible assets	6	91	132
(e) Financial assets			
(i) Trade receivables	7	-	-
(ii) Loans	8	124	99
(iii) Other financial assets	9	141	186
(f) Non-current tax asset (net)	10	3,374	3,643
(g) Deferred tax assets (net)	11	1,548	1,714
(h) Other non-current assets	12	2,713	1,451
Total non-current assets		48,104	30,330
(2) Current assets			
(a) Inventories	13	25,605	20,405
(b) Financial assets			
(i) Trade receivables	14	32,313	20,936
(ii) Cash and cash equivalents	15	15,976	13,190
(iii) Bank balances other than (ii) above	16	30,554	43,606
(iv) Loans	17	25	44
(v) Other financial assets	18	677	838
(c) Other current assets	19	5,616	3,735
Total current assets		1,10,766	1,02,754
Total assets (1+2)		1,58,870	1,33,084
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	20	2,030	2,030
(b) Other equity	20	1,17,324	97,749
Total equity		1,19,354	99,779
Liabilities			
(1) Non-current liabilities			
(a) Financial Liabilities			
(i) Lease liabilities	5	1,267	-
(b) Long-term provisions	21	2,471	2,521
Total non-current liabilities		3,738	2,521
(2) Current liabilities			
(a) Financial liabilities			
(i) Lease Liabilities	5	36	-
(ii) Trade payables			
(A) Total outstanding dues of micro and small enterprises	22	2,507	2,915
(B) Total outstanding dues of creditors other than micro and small enterprises	22	26,310	21,702
(iii) Other financial liabilities	23	3,890	3,056
(b) Short-term provisions	24	27	25
(c) Current tax liabilities (net)	25	1,985	1,985
(d) Other current liabilities	26	1,023	1,101
Total current liabilities		35,778	30,784
Total liabilities (1+2)		39,516	33,305
Total equity and liabilities		1,58,870	1,33,084

The notes 1 to 68 form an integral part of the financial statements

This is the Balance Sheet referred to in our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration No: 012754N/N500016

For and on behalf of the Board of Directors
Vesuvius India Limited
CIN:L26933WB1991PLC052968

Rajib Chatterjee
Partner
Membership No. 057134

Nitin Jain
Managing Director
DIN: 07934566

Biswadip Gupta
Chairman
DIN: 00048258

Rohit Baheti
Chief Financial Officer

Saheb Ali
Company Secretary

Place: Gurugram
Date: February 09, 2024

Place: Kolkata
Date: February 09, 2024



Statement of Profit and Loss

for the year ended December 31, 2023

(Amount in Rs. Lakhs, unless stated otherwise)

	Notes	For the year ended December 31, 2023	For the year ended December 31, 2022
(a) Revenue from operations	27	1,60,313	1,34,258
(b) Other income	28	3,490	2,286
Total income		1,63,803	1,36,544
Expenses			
(a) Cost of materials consumed	29	60,679	51,084
(b) Purchase of stock-in-trade	30	31,358	30,621
(c) Changes in inventories of work-in progress, stock-in-trade and finished goods	31	(2,750)	(1,160)
(d) Employee benefits expense	32	10,802	9,043
(e) Finance Cost	33	43	-
(f) Depreciation and amortisation expense	34	3,592	2,986
(g) Other expenses	35	31,539	28,284
Total expenses		1,35,263	1,20,858
Profit before tax		28,540	15,686
Income tax expense			
- Current tax	44	7,065	4,134
- Deferred tax charge/(credit)	44	181	(127)
Total tax expense		7,246	4,007
Profit for the year		21,294	11,679
Other comprehensive income			
Items that will not be reclassified to profit or loss			
(a) Remeasurements gain/(losses) on post-employment benefit obligations	46	(60)	126
(b) Income-tax on above	44	15	(32)
Total other comprehensive income for the year, net of tax		(45)	94
Total comprehensive income for the year		21,249	11,773
Earnings per equity share (of Rs. 10 each):	36		
Basic earnings per share (Rs.)		104.92	57.54
Diluted earnings per share (Rs.)		104.92	57.54

The notes 1 to 68 form an integral part of the financial statements

This is the Statement of Profit and Loss referred to in our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration No: 012754N/N500016

For and on behalf of the Board of Directors
Vesuvius India Limited
CIN:L26933WB1991PLC052968

Rajib Chatterjee
Partner
Membership No. 057134

Nitin Jain
Managing Director
DIN: 07934566

Biswadip Gupta
Chairman
DIN: 00048258

Rohit Baheti
Chief Financial Officer

Saheb Ali
Company Secretary

Place: Gurugram
Date: February 09, 2024

Place: Kolkata
Date: February 09, 2024

Statement of Changes in equity

for the year ended December 31, 2023

A. Equity share capital

Description	Notes	Amount
As at January 01, 2022	20	2,030
Changes in equity share capital		-
As at December 31, 2022		2,030
Changes in equity share capital		-
As at December 31, 2023		2,030

B. Other equity

Description	Notes	Reserves and surplus				Other Reserve	Total other equity
		Capital reserve	Securities premium	General reserve	Retained earnings	Share based reserve	
Balance at January 01, 2022	20	18	1,695	6,829	79,058	-	87,600
Profit for the year		-	-	-	11,679	-	11,679
Other comprehensive income		-	-	-	94	-	94
Total comprehensive income for the year		-	-	-	11,773	-	11,773
Dividends paid		-	-	-	(1,624)	-	(1,624)
Share Based Payment Expenses recognised during the year		-	-	-	-	143	143
Liability for Recharges related to Share based Payment		-	-	-	-	(143)	(143)
Balance as at December 31, 2022		18	1,695	6,829	89,207	-	97,749

Description	Notes	Reserve and surplus				Other Reserve	Total other equity
		Capital reserve	Securities premium	General reserve	Retained earnings	Share based reserve	
Balance at January 1, 2023	20	18	1,695	6,829	89,207	-	97,749
Profit for the year		-	-	-	21,294	-	21,294
Other comprehensive income		-	-	-	(45)	-	(45)
Total comprehensive income for the year		-	-	-	21,249	-	21,249
Dividends paid		-	-	-	(1,674)	-	(1,674)
Share Based Payment Expenses recognised during the year		-	-	-	-	198	198
Liability for Recharges related to Share based Payment		-	-	-	-	(198)	(198)
Balance as at December 31, 2023		18	1,695	6,829	1,08,782	-	1,17,324

The notes 1 to 68 form an integral part of the financial statements

This is the Statement of Changes in Equity referred to in our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration No: 012754N/N500016

For and on behalf of the Board of Directors
Vesuvius India Limited
CIN:L26933WB1991PLC052968

Rajib Chatterjee
Partner
Membership No. 057134

Nitin Jain
Managing Director
DIN: 07934566

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Chairman
DIN: 00048258

Rohit Baheti
Chief Financial Officer

Saheb Ali
Company Secretary

Place: Gurugram
Date: February 09, 2024

Place: Kolkata
Date: February 09, 2024



Statement of Cash Flows

for the year ended December 31, 2023

(Amount in Rs. Lakhs, unless stated otherwise)

	Notes	For the year ended December 31, 2023	For the year ended December 31, 2022
Cash flows from operating activities			
Profit before tax		28,540	15,686
Adjustments for:			
Depreciation and amortisation expenses	34	3,592	2,986
Allowance for expected credit loss (net)	35	32	283
Finance Cost	33	43	-
(Gain)/Loss on sale/disposal of property, plant and equipment (net)	28	(6)	-
Unrealised Foreign exchange differences (net)		(79)	79
Interest income	28	(3,067)	(1,807)
Other Non - cash items		-	93
Operating profit before changes in operating assets and liabilities		29,055	17,320
Adjustments for (increase)/decrease in operating assets:			
Trade receivables		(11,470)	(4,340)
Inventories		(5,200)	906
Loans - Current and Non Current		(6)	1
Other financial assets - Current and Non Current		46	32
Other assets- Current and Non Current		(1,754)	507
Adjustments for increase/(decrease) in operating liabilities:			
Trade payables		4,343	2,235
Other current liabilities		(78)	491
Other financial liabilities		206	399
Long-term and Short-term provisions		(108)	267
Cash generated from operations		15,034	17,818
Income taxes paid (net)		(6,796)	(4,970)
Net cash inflow from operating activities (A)		8,238	12,848
Cash flows from investing activities			
Payments for acquisition of property, plant and equipments		(12,494)	(11,290)
Payments for acquisition of right-of-use assets		(7,487)	-
Proceeds from disposal of property, plant and equipment	28	6	-
Interest received		3,227	1,468
Sale/(Purchase) of fixed deposits (net)		13,050	9,180
Net cash outflow from investing activities (B)		(3,698)	(642)
Cash flows from financing activities			
Dividend paid		(1,676)	(1,624)
Principal elements of lease payments	5	(35)	-
Interest paid on lease payments	5	(43)	-
Net cash outflow from financing activities (C)		(1,754)	(1,624)
Net increase in cash and cash equivalents (A+B+C)		2,786	10,582
Cash and cash equivalents at the beginning of the year (Refer Note I below)		13,190	2,608
Cash and cash equivalents at the end of the year (Refer Note I below)	15	15,976	13,190

Statement of Cash Flows

for the year ended December 31, 2023

Notes :

I. Cash and cash equivalents as per above comprise of the following:

	(Amount in Rs. Lakhs)	
	For the year ended December 31, 2023	For the year ended December 31, 2022
Cash on hand	1	-
Balances with scheduled banks:		
- On current accounts	6,975	8,190
- On deposit accounts (deposits having an original maturity of 3 months or less)	9,000	5,000
Cash and cash equivalents [as per Note 15]	15,976	13,190

II. The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7 - "Statement of Cash Flows" specified under Section 133 of the Companies Act, 2013.

The notes 1 to 68 form an integral part of the financial statements

This is the Statement of Cash Flows referred to in our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration No: 012754N/N500016

For and on behalf of the Board of Directors
Vesuvius India Limited
CIN:L26933WB1991PLC052968

Rajib Chatterjee
Partner
Membership No. 057134

Nitin Jain
Managing Director
DIN: 07934566

Biswadip Gupta
Chairman
DIN: 00048258

Rohit Baheti
Chief Financial Officer

Saheb Ali
Company Secretary

Place: Gurugram
Date: February 09, 2024

Place: Kolkata
Date: February 09, 2024



Notes

forming part of financial statements

Note 1 Company overview

Vesuvius India Limited ("the Company") is a public company domiciled and headquartered in India. It is incorporated under the Companies Act, 1956 and its shares are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The Company is primarily engaged in the manufacturing and trading of refractory goods. The Company also provides services in relation to refractory goods. The Company has operations in India and caters to both domestic and international markets. The Company does not have subsidiaries, associates and joint ventures.

Its registered office and principal place of business is: Vesuvius India Limited P-104, Taratala Road Kolkata – 700088.

These financial statements were approved for issue with a resolution of the Board of Directors on February 9, 2024.

All press releases, financial reports and other information are available in the company's website <http://www.vesuviusindia.in/>

Note 2 Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the periods presented, unless otherwise stated.

Note 2.1 Basis of preparation:

(i) Compliance with Ind AS

These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015, as amended] and other relevant provisions of the Act.

(ii) Historical cost convention

The financial statements have been prepared on an accrual basis and under the historical cost convention except for the following assets and liabilities which have been measured at fair value or revalued amount:

- defined benefit plans — plan assets measured at fair value; and
- certain financial assets and liabilities measured at fair value (Refer accounting policy regarding financial instruments).
- share-based payments measured at fair value.

(iii) Classification of assets and liabilities

The classification of assets and liabilities into current and non-current, wherever applicable, are based on

normal operating cycle of business activities of the Company, which is twelve months.

(iv) New and amended standards adopted by the Company

The Ministry of Corporate Affairs had vide notification dated March 23, 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022 which amended certain accounting standards, and are effective April 01 2022. These amendments did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

(v) New amendments issued but not effective

The Ministry of Corporate Affairs has vide notification dated March 31, 2023 notified Companies (Indian Accounting Standards) Amendment Rules, 2023 (the 'Rules') which amends certain accounting standards, and are effective April 01 2023.

The Rules predominantly amend Ind AS 12, Income taxes, and Ind AS 1, Presentation of financial statements. The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

These amendments are not expected to have a material impact on the company in the current or future reporting periods and on foreseeable future transactions. Specifically, no changes would be necessary as a consequence of amendments made to Ind AS 12 as the company's accounting policy already complies with the now mandatory treatment.

Note 2.2 Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amount of assets, liabilities, income and expenses and disclosures of contingent liabilities on the date of financial statements. Actual results could differ from those estimates. Underlying estimates are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

Significant judgement and estimates to the carrying amounts of assets and liabilities within the next financial year, is in respect of useful lives of property, plant and equipment and intangible assets, valuation of deferred tax assets, provisions and contingent liabilities, estimation for employee defined benefits obligations etc.

Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment and intangible assets at the end of each

Notes

forming part of financial statements

reporting period. This reassessment may result in change in depreciation expense in future periods.

Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy has been explained under Note 2.11.

Provisions and contingent liabilities

Provisions and contingent liabilities are reviewed at each balance sheet date and changes required, if any, are made to reflect the current best estimates.

Employee defined benefit obligation

For estimates relating to employee defined benefit obligations. Refer Note 46.

Loss allowance for Expected Credit Losses

To measure the expected credit losses, trade receivables have been grouped based on the days past due. The expected loss rates are based on the payment profiles of sales over past quarters before the reporting date and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The assumptions and estimates applied for determining the loss allowance are reviewed periodically.

Note 2.3 Property, plant and equipment:

Freehold land is carried at historical cost. All other items of Property, plant and equipment are shown at cost, less accumulated depreciation and impairment, if any. The cost of an item of property, plant and equipment comprises its cost of acquisition inclusive of inward freight, import duties, and other non-refundable taxes or levies and any directly attributable to the acquisition / construction of those items; any trade discounts and rebates are deducted in arriving at the cost of acquisition.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to statement of profit or loss during the reporting period in which they are incurred.

Property, plant and equipment is eliminated from the financial statements on disposal or on its classification as non-current assets held for disposal.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gain or losses arising on disposal of property, plant and equipment are recognised in profit or loss.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Note 2.4 Capital Work in Progress

Expenditure incurred on construction of assets which are not ready for their intended use are carried at cost less impairment (if any), under Capital work-in-progress. The cost includes the purchase cost of materials, including import duties and nonrefundable taxes, interest on borrowings used to finance the construction of the asset and any directly attributable costs of bringing an assets ready for their intended use.

Note 2.5 Intangible assets

Intangible assets are recorded at the cost incurred for its acquisition and are carried at cost less amortization and impairment, if any. Cost of intangible asset is capitalized where it is expected to provide future enduring economic benefits and the cost can be measured reliably. Capitalization costs include license fees and costs of implementation/ system integration services. The costs are capitalised in the year in which the relevant intangible asset is put to use.

Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific assets to which it relates.

An intangible asset is eliminated from the financial statements on disposal/discarding or on its classification as non-current assets held for disposal.

Gain or losses arising on disposal/discarding of intangible assets are recognised in profit or loss.

Note 2.6 Depreciation and Amortisation Method, Estimated Useful Lives and Residual values:

- (i) Freehold land is not depreciated
- (ii) Property, plant and equipment

Transition to Ind AS

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.



Notes

forming part of financial statements

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line basis over the useful lives of assets, which is as stated in Schedule II of the Act or based on technical estimates (refer #) made by the Company. The details of life for each category of asset are as under.

The useful life of the assets are provided hereunder:

- (i) Buildings- 30 years #
- (ii) Plant and machinery other than customer installations- 15 years
- (iii) Customer Installation- upto 5 years #
- (iv) Toolings- 3 years #
- (v) Electrical Installation - 5 to 25 years #
- (vi) Furniture and Fixtures - 5 years
- (vii) Office equipment - 5 years
- (viii) Computer Hardwares - 5 years #
- (ix) Vehicles - 5 years #

The assets' residual values and useful lives methods are reviewed, and adjusted if appropriate, at the end of each reporting period.

Pro-rata depreciation is charged on property, plant and equipment from/ up to the date on which such assets are ready to put to use/ are deleted or discarded.

(iii) Intangible assets

Intangible assets are amortised over their respective individual estimated useful life on a straight line basis.

Computer software is classified as an intangible asset and amortised on a straight line basis over a period of three years.

Pro-rata amortization is charged on intangible assets from / up to the date on which such assets are acquired for use / are deleted or discarded.

In respect of assets whose useful life is revised, the unamortised depreciable amount is charged over the revised remaining useful life of the assets.

- (iv) Individual items of property, plant and equipment and intangible asset valuing Rs 5,000/- or less is fully depreciated or amortized in the year of acquisition or put to use.

Note 2.7 Impairment of Non-Financial Assets

At the date of balance sheet, if there are indications of impairment and the carrying amount of the cash generating unit exceeds its recoverable amount (i.e. the higher of the fair value less costs of disposal and value in use), an impairment loss is recognised. The carrying amount is reduced to the recoverable amount and the reduction is recognised as an impairment loss in the statement of profit and loss.

The impairment loss recognised in the prior accounting period is reversed if there has been a change in the estimate of recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the impaired asset over its remaining useful life.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised in the statement of profit and loss immediately.

Note 2.8 Inventories

Raw materials and stores, work in progress, traded and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials and stores, and traded goods comprises cost of purchases, other directly attributable expenditure, non-refundable taxes and duties; net of any rebates or discounts. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of weighted average cost basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Note 2.9 Revenue recognition

Revenue is recognized upon transfer of control of promised products or services to customers either over time or at a point of time at an amount that reflects the consideration the Company expects to be entitled to in exchange for those products or services. Control is defined as the ability to direct the use of and obtain substantially all of the economic benefits from an asset.

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Revenue is measured based on the transaction price, which is the expected consideration to be received, to the extent that it is highly probable that there will not be a significant reversal of revenue in future periods.

At the inception of the contract, the Company identifies the goods or services promised in the contract and assesses which of the promised goods or services shall be identified as separate performance obligations. Promised goods or services give rise to separate performance obligations if they are capable of being distinct.

Revenue from the delivery of products is recognised at the point in time when control over the products is passed to the customers, which is determined based on the individual terms of delivery agreed in the customer contract. Revenue from providing services is recognised in the accounting period in which the services are rendered.

Revenue from contracts for total refractory management services is recognised over time using the output-oriented method (e.g. quantity of steel produced by the customer). Revenue from such contracts is recognised on satisfaction of performance obligation. The Company's performance obligations are satisfied on delivery of service to the customer.

The Company recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other liabilities. Similarly, if the Company satisfies a performance obligation before it receives the consideration, the Company recognises either a contract asset or a receivable, depending on whether something other than the passage of time is required before the consideration is due.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

Note 2.10 Government grant/ subsidy

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the statement of profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to statement of profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

Note 2.11 Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.



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Note 2.12 Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Post-employment obligations

The Company operates the following post-employment schemes:

- defined contribution plans such as provident fund and pension
- defined benefit plans such as gratuity

(a) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The Company's contribution is recognised as an expense in the profit or loss during the period in which the employee renders the related service.

The Company has a defined contribution employee retirement scheme in the form of pension. The Trustees of the scheme have entrusted the administration of the related fund to the Life Insurance Corporation of India (LIC). The Company's contribution to LIC is recognised as an expense in the profit or loss during the period in which the employee renders the related service.

(b) Defined benefit plans

The liability or asset recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds

that have terms approximating to the terms of the related obligation.

(c) Other long-term employee benefit obligations

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilised wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current and non-current liabilities based on actuarial valuation and estimates relating to avilment of leave, separation of employees etc in the balance sheet.

Note 2.13 Foreign currency transactions and balances

Items included in the financial statements of Company are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The Company's financial statements are presented in Indian Rupees, which is also the Company's functional and presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in profit or loss.

Note 2.14 Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required

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to settle the obligation and the amount can be reliably estimated. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

A restructuring provision is recognised when there is a detailed formal plan for the restructuring which has raised a valid expectation in those affected. The measurement of a restructuring provision includes only the direct expenditures arising from the restructuring.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are disclosed in the financial statements.

Note 2.15 Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date, wherever required.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Note 2.16 Financial Instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. All the financial assets and liabilities are measured initially at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial asset and financial liabilities (other than financial assets and liabilities carried at fair value through profit or loss) are added or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Note 2.17 Financial assets

Classification and measurement

All the financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial asset (other than financial assets carried at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset.

Subsequent measurement of a financial assets depends on its classification i.e., financial assets carried at amortised cost or fair value (either through other comprehensive income or through profit or loss). Such classification is determined on the basis of Company's business model for managing the financial assets and the contractual terms of the cash flows.

The Company's financial assets primarily consists of cash and cash equivalents, trade receivables, loans to employees and security deposits etc. which are classified as financial assets carried at amortised cost.

Amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a financial assets that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is recognised using the effective interest rate method.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. For trade receivables, the Company provides for lifetime expected credit losses recognised from initial recognition of the receivables.

For other financial assets, the impairment methodology applied depends on whether there has been a significant increase in credit risk from initial recognition or not and in case of significant increase in credit risk, life time expected credit losses being provided, otherwise twelve months expected credit loss is being considered.

Derecognition of financial assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.



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Income recognition

Interest income

Interest income is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Dividends

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

Note 2.18 Off-setting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

Note 2.19 Financial Liabilities

Financial liabilities of the Company are contractual obligation to deliver cash or another financial asset to another entity or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the Company.

The Company's financial liabilities primarily includes trade and other payables.

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within credit period of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Classification, initial recognition and measurement

Financial liabilities are recognised initially at fair value. Transaction costs that are directly attributable to the issue of financial liabilities (other than financial liabilities carried at fair value through profit or loss) are added or deducted from the fair value measured on initial recognition of financial liability. Financial liabilities are classified as subsequently measured at amortised cost.

Subsequent measurement

After initial recognition, financial liabilities are subsequently measured at amortised cost using the effective interest rate ('EIR') method. Gains and losses are recognised in profit or loss when the liabilities are derecognised.

De-recognition of financial liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance cost.

Note 2.20 Leases

As a lessee

The Company determines whether an arrangement contains a lease by assessing whether the fulfilment of a transaction is dependent on the use of a specific asset and whether the transaction conveys the right to use that asset to the Company in return for payment. Where this occurs, the arrangement is deemed to include a lease.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the company under residual value guarantees
- the exercise price of a purchase option if the company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the company exercising that option.

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Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in an economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the company:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Company, which does not have recent third-party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

The company is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit and loss over the lease period to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Variable lease payments that depends on sale are recognized in profit or loss in the period in which the condition that triggers those payment occurs.

An entity shall determine the lease term as the non-cancellable period of a lease, together with both:

- periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option; and
- periods covered by an option to terminate the lease if the lessee is reasonably certain not to exercise that option.

Right-of-use assets are measured at cost comprising the following

- the amount of initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received

- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with lease term of 12 months or less.

As a lessor

Leases for which the company is a lessor is classified either as a finance or an operating lease. Whenever the terms of the lease transfers substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

The Company did not need to make any adjustment to the accounting for assets held as lessor as a result of adopting the new leasing standard

Note 2.21 Share based payments

Certain employees of the Company receive annual incentive in the form of equity instruments given by the Ultimate Holding Company (Vesuvius Plc.) for rendering services over a defined vesting period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant. The expense is recognized in the statement of profit and loss with a corresponding increase to the share based payment reserve, as a component of equity. The fair value determined at the grant date is expensed over the vesting period. Company considers these share based payments as equity settled and the Company does not bear any risk arising from the movement in the share price. Vesuvius Plc. recharges to the Company cost for the share based payments made/ to be made by them to the Company employees.

Note 2.22 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks/ financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdrafts.



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Note 2.23 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period/year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period/year. The weighted average number of equity shares outstanding during the period/year is adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings per share, the net profit or loss for the period/year attributable to equity shareholders and the weighted average number of shares outstanding during the period/year, are adjusted for the effects of all dilutive potential equity shares.

Note 2.24 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is responsible for allocating resources and assessing performance of the

operating segments and has been identified as the Managing Director of the Company. The accounting policies adopted for the segment reporting are in line with the accounting policies of the Company. Refer Note 39.

Note 2.25 Trade Receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects company's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

Note 2.26 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

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(Amount in Rs. Lakhs, unless stated otherwise)

3 Property, Plant and Equipment

Particulars	Freehold Land	Freehold buildings	Plant and equipments	Toolings	Furniture and fixtures	Vehicles	Office equipment	Electrical installations	Total
Gross Carrying Amount (At Cost / Deemed Cost)									
Balance as at January 01, 2022	403	4,624	14,174	4,558	157	1	748	582	25,247
Additions during the year	4,817	1,443	2,741	672	9	-	320	718	10,720
Discarded /disposed off during the year	-	4	930	-	5	-	-	3	942
Balance as at December 31, 2022	5,220	6,063	15,985	5,230	161	1	1,068	1,297	35,025
Balance as at January 01, 2023	5,220	6,063	15,985	5,230	161	1	1,068	1,297	35,025
Additions during the year	173	792	4,121	785	80	126	564	224	6,865
Discarded /disposed off during the year	-	-	6	-	87	-	51	-	144
Balance as at December 31, 2023	5,393	6,855	20,100	6,015	154	127	1,581	1,521	41,746
Accumulated depreciation									
Balance as at January 01, 2022	131	1,160	7,795	3,788	137	-	404	373	13,788
Depreciation for the year	-	226	1,941	541	15	-	157	55	2,935
Accumulated depreciation on discard/disposals	-	4	930	-	5	-	-	3	942
Balance as at December 31, 2022	131	1,382	8,806	4,329	147	-	561	425	15,781
Balance as at January 01, 2023	131	1,382	8,806	4,329	147	-	561	425	15,781
Depreciation for the year	-	278	2,224	597	9	5	198	85	3,396
Accumulated depreciation on discard/disposals	-	-	6	-	87	-	51	-	144
Balance as at December 31, 2023	131	1,660	11,024	4,926	69	5	708	510	19,033
Net carrying amount									
Balance as at January 01, 2022	272	3,464	6,379	770	20	1	344	209	11,459
Balance as at December 31, 2022	5,089	4,681	7,179	901	14	1	507	872	19,244
Balance as at December 31, 2023	5,262	5,195	9,076	1,089	85	122	873	1,011	22,713

Notes:

- Title deeds of all the immovable properties comprising of land and buildings which are freehold land as disclosed above, are held in the name of the Company. Also, Refer Note 4(c) and Note 5 (vii).
- The Company has not revalued its property, plant and equipment (including right-of-use assets) during the current year and the previous year.
- Refer Note 37 (b) for disclosure of contractual commitments for the acquisition of Property, plant and equipments.
- Aggregate amount of depreciation has been included under "Depreciation and Amortisation expense" in the Statement of Profit and Loss (Refer Note 34).



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(Amount in Rs. Lakhs, unless stated otherwise)

4 Capital work-in-progress

Particulars	Capital work-in-progress
Gross Block	
Balance as at January 01, 2022	2,719
Additions during the year	11,341
Capitalisation during the year	(10,150)
Other Adjustments	(93)
Balance as at December 31, 2022	3,817
Balance as at January 01, 2023	3,817
Additions during the year	10,949
Capitalisation during the year	(6,124)
Other Adjustments	-
Balance as at December 31, 2023	8,642

(a) Ageing of Capital work-in-progress (CWIP)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Balance as at December 31, 2022					
Projects in progress	2,917	6	-	-	2,923
Projects temporarily suspended*	-	-	-	894	894
Total	2,917	6	-	894	3,817
Balance as at December 31, 2023					
Projects in progress	7,730	18	-	-	7,748
Projects temporarily suspended*	-	-	-	894	894
Total	7,730	18	-	894	8,642

* Refer Note (c) below

(b) Completion schedule for Capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan

Particulars	To be completed in				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Balance as at December 31, 2022					
(i) Projects in progress					
VISO Products Plant capacity expansion at Kolkata	1,064	-	-	-	1,064
Digitization and Transparency Project	50	-	-	-	50
(ii) Projects temporarily suspended					
Costs towards Land relating to Expansion of Advanced Refractory Business at Visakhapatnam*	894	-	-	-	894
Total	2,008	-	-	-	2,008

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(Amount in Rs. Lakhs, unless stated otherwise)

Particulars	To be completed in				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Balance as at December 31, 2023					
(i) Projects in progress					
Al-Si Monolithics Manufacturing Facility at Visakhapatnam	916	-	-	-	916
VNA racking at monolithic plant - Visakhapatnam	163	-	-	-	163
Precast Capacity expansion - Visakhapatnam	127	-	-	-	127
VNA racking at Kolkata plant	122	-	-	-	122
(ii) Projects temporarily suspended					
Costs towards Land relating to Expansion of Advanced Refractory Business at Visakhapatnam*	894	-	-	-	894
Total	2,222	-	-	-	2,222

* Refer Note (c) below

- (c) Includes amount paid for freehold land at Visakhapatnam acquired from Andhra Pradesh Industrial Infrastructure Corporation Limited ("APIIC") for which agreement to sale has been executed. Construction on this plot has not yet been approved by Visakhapatnam Urban Development Authority since the land is in the Buffer Zone. Management is in discussion with the APIIC from time to time for the amicable resolution of the said matter.
- (d) The Company has certain board approved ongoing capital projects which are delayed from the approved timeline for completion or budget. The key reasons for delay include delayed finalization of vendors, inflations etc. The Company has adequate controls for monitoring the status of capital projects on a periodic basis, such as management review at different levels and reporting to the Board.

The management has reviewed and has sufficient reasons to believe that there is no indication of impairment with respect to such delayed projects.



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(Amount in Rs. Lakhs, unless stated otherwise)

5 Right -of- use assets

Particulars	Right -of- use Land
Carrying amount	
Balance as at January 01, 2022	60
Additions during the year	-
Discarded /disposed off during the year	-
Balance as at December 31, 2022	60
Balance as at January 01, 2023	60
Additions during the year	8,825
Discarded /disposed off during the year	-
Balance as at December 31, 2023	8,885
Accumulated depreciation	
Balance as at January 01, 2022	15
Depreciation for the year	1
Accumulated depreciation on discard/disposals	-
Balance as at December 31, 2022	16
Balance as at January 01, 2023	16
Depreciation for the year	111
Accumulated depreciation on discard/disposals	-
Balance as at December 31, 2023	127
Net carrying amount	
Balance as at January 01, 2022	45
Balance as at December 31, 2022	44
Balance as at December 31, 2023	8,758

(i) Amounts recognised in balance sheet

Particulars	As at December 31, 2023	As at December 31, 2022
Lease Liabilities		
Current	36	-
Non-Current	1,267	-
Total	1,303	-

(ii) Amounts recognized in the statement of profit and loss

Particulars	Notes	For the year ended December 31, 2023	For the year ended December 31, 2022
(a) Depreciation charge of right-of-use assets	34	111	-
(b) Interest expense (included in finance costs)	33	43	-
(c) Expense relating to short-term leases (included in other expenses)	35	295	220

(iii) Following are the changes in the carrying value of lease liabilities / debt reconciliation

Particulars	For the year ended December 31, 2023	For the year ended December 31, 2022
Balance as at the beginning of the year	-	-
Additions during the year	1,338	-
Terminated during the year	-	-
Finance costs during the year	43	-
Lease payments during the year	78	-
Balance as at the end of the year	1,303	-

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(Amount in Rs. Lakhs, unless stated otherwise)

(iv) The total cash outflow for leases for the year ended December 31, 2023 was Rs 78 (December 31, 2022: Nil).

(v) The Company does not have any leases of low value assets.

(vi) Extension and termination options

Extension options are not available in the contract. Termination option is with the lessor who can avail the same in case of any breach in terms and conditions by giving a 6 months' notice.

(vii) Title deeds of the leasehold land as disclosed above, are held in the name of the Company except 40,083 sq. meters of land at Kolkata for which the validity of lease agreements have expired as of date. However, the Company has been declared successful bidder and received an offer from the relevant government agency on July 20, 2023 to renew the lease. The Company has communicated its acceptance of the offer on August 14, 2023 and has thereon made necessary payment as per the offer letter. The Management is in the process of finalisation of the Lease Agreement and its registration.

(viii) There are no residual value guarantees in relation to any lease contracts.

(ix) Refer Note 42(B) for maturity analysis of lease liabilities.

6 Intangible assets

Particulars	Computer Software
Carrying Amount	
Balance as at January 01, 2022	332
Additions during the year	100
Discarded /disposed off during the year	-
Balance as at December 31, 2022	432
Balance as at January 01, 2023	432
Additions during the year	44
Discarded /disposed off during the year	-
Balance as at December 31, 2023	476
Accumulated amortisation	
Balance as at January 01, 2022	250
Amortisation for the year	50
Accumulated amortisation on discard/disposals	-
Balance as at December 31, 2022	300
Balance as at January 01, 2023	300
Amortisation for the year	85
Accumulated amortisation on discard/disposals	-
Balance as at December 31, 2023	385
Net carrying amount	
Balance as at January 01, 2022	82
Balance as at December 31, 2022	132
Balance as at December 31, 2023	91

Notes:

- The Company has not revalued its intangible assets during the current year and the previous year.
- Aggregate amount of amortisation has been included under "Depreciation and Amortisation expense" in the Statement of Profit and Loss (Refer Note 34).



Notes

forming part of financial statements

(Amount in Rs. Lakhs, unless stated otherwise)

7 Trade receivables - Non current

Particulars	As at December 31, 2023	As at December 31, 2022
Trade receivables		
Receivables from related parties (Refer Note 40)		
Unsecured, considered good	-	-
Receivables from others		
Unsecured, considered good	-	-
Unsecured, credit impaired	-	897
Less: Loss allowance [Refer note 42(A)]	-	(897)
Total trade receivables -Non current	-	-

Also Refer Note 14 for disclosure related to ageing of trade receivables.

8 Loans - Non current

Particulars	As at December 31, 2023	As at December 31, 2022
Unsecured - considered good		
Loan to employees	124	99
Total loans - Non current	124	99

Also Refer Note 57

9 Other financial assets - Non current

Particulars	As at December 31, 2023	As at December 31, 2022
Unsecured - considered good		
Security Deposits	141	186
Total other financial assets - Non current	141	186

10 Non current tax asset (net)

Particulars	As at December 31, 2023	As at December 31, 2022
Advance income tax and fringe benefit tax [Net of provision for current tax Rs 32,704 (December 31, 2022 Rs 25,639)]	3,374	3,643
Total other financial assets - Non current	3,374	3,643

11 Deferred tax assets

Particulars	As at December 31, 2023	As at December 31, 2022
Difference between written down value of depreciable assets as per books of accounts and written down value as per Income-tax Act	744	682
Lease Liabilities	328	-
Amount allowable on payment basis as per section 43B of the Income Tax Act, 1961	650	663
Allowance for expected credit loss and provision for doubtful advances/other assets	36	289
Right of Use Assets	(309)	-
Other items (net)	99	80
Total Deferred tax assets (net)	1,548	1,714

Notes

forming part of financial statements

(Amount in Rs. Lakhs, unless stated otherwise)

2023

	Opening Balance	Recognised in profit or loss	Recognised in OCI	Closing Balance
Deferred tax assets in relation to:				
Property, plant and equipment and Intangible Assets	682	62	-	744
Lease Liabilities	-	328	-	328
Allowance for expected credit loss and provision for doubtful advances/other assets	289	(253)	-	36
Amount allowable on payment basis as per section 43B of the Income Tax Act, 1961	663	(28)	15	650
Other items (net)	80	19	-	99
Deferred tax liabilities in relation to:				
Right of Use Assets	-	309	-	309
	1,714	(181)	15	1,548

2022

	Opening Balance	Recognised in profit or loss	Recognised in OCI	Closing Balance
Deferred tax assets in relation to:				
Property, plant and equipment and Intangible Assets	555	127	-	682
Allowance for expected credit loss and provision for doubtful advances/other assets	218	71	-	289
Amount allowable on payment basis as per section 43B of the Income Tax Act, 1961	605	90	(32)	663
Voluntary Retirement Scheme	2	(2)	-	-
Other items (net)	239	(159)	-	80
	1,619	127	(32)	1,714

12 Other non-current assets

Particulars	As at December 31, 2023	As at December 31, 2022
Capital Advances	1,864	475
Advances other than Capital Advances		
Prepaid expenses	80	172
Deposits against demand in disputes	769	804
Total other non-current assets	2,713	1,451

13 Inventories

Particulars	As at December 31, 2023	As at December 31, 2022
Raw Materials [including goods in transit Rs 3,561 (December 31, 2022: Rs 2,043)]	10,386	7,805
Work-in-progress	1,851	1,768
Finished goods [including goods in transit Rs 223 (December 31, 2022: Nil)]	7,159	5,508
Stock-in-trade [including goods in transit Rs 2,021 (December 31, 2022: Rs 862)]	5,567	4,551
Stores and spares	642	773
Total inventories	25,605	20,405

Notes:

- During the year an amount of Rs 147 [December 31, 2022: Rs 49] have been recognised as expense/ (income) in respect of provision for slow moving and obsolete raw material items in the Statement of Profit and Loss.
- During the year an amount of Rs (7) [December 31, 2022: Rs 5] have been recognised as expense/ (income) in respect of provision for slow moving and obsolete Work-in-progress, Finished Goods and Stock-in-trade items in the Statement of Profit and Loss.



Notes

forming part of financial statements

(Amount in Rs. Lakhs, unless stated otherwise)

14 Trade receivables - Current

Particulars	As at December 31, 2023	As at December 31, 2022
Trade receivables		
Receivables from related parties (Refer Note 40)	264	251
Unsecured, considered good		
Receivables from others		
Unsecured, considered good	32,049	20,685
Unsecured, credit impaired	142	250
Less: Loss allowance [Refer note 42(A)]	(142)	(250)
Total trade receivables - Current	32,313	20,936

(a) Ageing of Trade Receivables (Current and Non Current)

Particulars	Unbilled	Not due for payment	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Balance as at December 31, 2023								
Undisputed trade receivables								
(i) Considered good	-	22,441	9,829	43	-	-	-	32,313
(ii) which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	86	56	-	-	142
Disputed trade receivables								
(i) Considered good	-	-	-	-	-	-	-	-
(ii) which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	-	-	-
Total	-	22,441	9,829	129	56	-	-	32,455
Balance as at December 31, 2022								
Undisputed trade receivables								
(i) Considered good	-	16,273	4,495	148	20	-	-	20,936
(ii) which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Credit impaired	-	85	24	1	1	-	139	250
Disputed trade receivables								
(i) Considered good	-	-	-	-	-	-	-	-
(ii) which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	-	897	897
Total	-	16,358	4,519	149	21	-	1,036	22,083

Notes:

- (i) There are no outstanding receivables due from directors or other officers of the Company or by firms or private companies in which any director is a partner or director or member.
- (ii) Refer Note 42 for information about credit risk and market risk on receivables.

Notes

forming part of financial statements

(Amount in Rs. Lakhs, unless stated otherwise)

b) Ageing of trade receivable and credit risk arising therefrom is as below:

Particulars	As at December 31, 2023		Net Credit risk
	Gross Credit Risk	Allowances for Credit Losses	
Amount not yet due	22,441	-	22,441
One month overdue	5,242	-	5,242
Two month overdue	4,079	-	4,079
Three month overdue	115	-	115
Between three to six month overdue	393	-	393
Greater than six months	185	142	43
	32,455	142	32,313

Particulars	As at December 31, 2022		Net Credit risk
	Gross Credit Risk	Allowances for Credit Losses	
Amount not yet due	16,358	85	16,273
One month overdue	3,567	19	3,548
Two month overdue	481	3	478
Three month overdue	114	1	113
Between three to six month overdue	357	1	356
Greater than six months	1,206	1,038	168
	22,083	1,147	20,936

15 Cash and cash equivalents

Particulars	As at December 31, 2023	As at December 31, 2022
Cash in hand	1	-
Balances with banks		
In current accounts	6,975	8,190
In deposit accounts (with original maturity of 3 months or less)	9,000	5,000
Total cash and cash equivalents	15,976	13,190

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior period.

16 Other bank balances

Particulars	As at December 31, 2023	As at December 31, 2022
On Unpaid dividend account*	54	56
Bank deposits due to mature after 3 months of original maturity but within 12 months of the reporting date	30,500	43,550
Total other bank balances	30,554	43,606

* Earmarked balances for unpaid dividend

17 Loans - Current

Particulars	As at December 31, 2023	As at December 31, 2022
Unsecured considered good		
Loans to employees	25	44
Total loans - current	25	44

Also Refer Note 57



Notes

forming part of financial statements

(Amount in Rs. Lakhs, unless stated otherwise)

18 Other financial assets - Current

Particulars	As at December 31, 2023	As at December 31, 2022
Unsecured considered good		
Interest accrued but not due on fixed deposits	666	826
Security deposit	11	12
Total other financial assets - current	677	838

19 Other current assets

Particulars	As at December 31, 2023	As at December 31, 2022
Unsecured, considered good		
Advances to employees	50	80
Export benefit receivable	55	36
Prepaid expenses (Refer note below)	1,372	1,707
Advances for supply of goods and services	146	77
Balances with statutory/government authorities	3,993	1,835
Total other current assets	5,616	3,735

Note:

Prepaid expenses includes assets recognised from costs incurred to fulfil a contract amounting to Rs 778 (December 31, 2022: Rs 1,224)

20 Equity share capital and other equity

(A) Equity share capital

(a) Authorised, issued and subscribed equity share capital

Particulars	As at December 31, 2023	As at December 31, 2022
Authorised:		
25,000,000 (December 31, 2022 : 25,000,000)		
Equity shares of Rs 10 each	2,500	2,500
	2,500	2,500
Issued:		
20,300,000 (December 31, 2022 : 20,300,000)		
Equity shares of Rs 10 each	2,030	2,030
	2,030	2,030
Out of the above,		
3,920 (December 31, 2022 : 3,920)		
Equity shares of Rs 10 each are held in abeyance		
Subscribed and fully paid up		
20,296,080 (December 31, 2022 : 20,296,080)	2,030	2,030
Equity shares of Rs 10 each		
	2,030	2,030

Note:

Shares held in abeyance

In compliance with the provisions of Section 126 of the Companies Act, 2013, offer of rights shares of 3,920 equity shares from the rights issue made in the year 1997 have been held in abeyance.

Notes

forming part of financial statements

(Amount in Rs. Lakhs, unless stated otherwise)

(b) Reconciliation of shares outstanding at the beginning and at the end of the year

Particulars	As at December 31, 2023		As at December 31, 2022	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	2,02,96,080	2,030	2,02,96,080	2,030
Shares issued during the year	-	-	-	-
At the end of the year	2,02,96,080	2,030	2,02,96,080	2,030

(c) Terms/ rights attached to equity shares

The Company has a single class of equity shares with par value of Rs 10/- per share. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shareholders are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder are in proportion to its share of the paid-up equity capital of the Company. Equity shares held by Investor Education and Protection Fund do not have voting rights.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

(d) Shares of the company held by its holding company or its ultimate holding company

Shareholder	As at December 31, 2023		As at December 31, 2022	
	No. of shares	% holding	No. of shares	% holding
Vesuvius Group Limited, United Kingdom (U.K.) (Immediate holding company)*	1,12,77,650	55.57%	1,12,77,650	55.57%

* Subsidiary of Vesuvius plc, U.K., Ultimate Holding Company.

(e) Details of each shareholder holding more than five per cent

Shareholder	As at December 31, 2023		As at December 31, 2022	
	No. of shares	% holding	No. of shares	% holding
Vesuvius Group Limited, United Kingdom (U.K.), (Immediate holding company)	1,12,77,650	55.57%	1,12,77,650	55.57%
Nippon Life India Trustee Limited	19,14,602	9.43%	19,44,725	9.58%
HDFC Trustee Company Limited	15,52,359	7.65%	16,04,859	7.91%

(f) Details of shareholding of promoters

Shareholder	As at December 31, 2023			As at December 31, 2022		
	Number of shares	% total shares	% Change during the financial year 2022	Number of shares	% total shares	% Change during the financial year 2021
Vesuvius Group Limited, United Kingdom (U.K.), (Immediate holding company)	1,12,77,650	55.57%	Nil	1,12,77,650	55.57%	Nil

^ Considered as per the information filed by the Company with stock exchanges for the year ended December 31, 2023 and Annual Return filed by the Company for the year ended December 31, 2022.



Notes

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(Amount in Rs. Lakhs, unless stated otherwise)

(B) Other equity

Reserves and surplus	As at December 31, 2023	As at December 31, 2022
Capital Reserves [Refer Note (a)]		
At the beginning and at the end of the year	18	18
Securities premium [Refer Note (b)]		
At the beginning and at the end of the year	1,695	1,695
General reserve [Refer Note (c)]		
At the beginning and at the end of the year	6,829	6,829
Retained earnings [Refer Note (d)]		
At the beginning of the year	89,207	79,058
Profit for the year	21,294	11,679
Other comprehensive income for the year	(45)	94
Dividend paid [Refer Note (e)]	(1,674)	(1,624)
At the end of the year	1,08,782	89,207
Share Based Reserve [Refer Note 45]		
At the beginning of the year	-	-
Share Based Payment Expenses recognised during the year	198	143
Liability for Recharges	(198)	(143)
At the end of the year	-	-
Total Reserves and Surplus	1,17,324	97,749

Notes :

(a) Capital reserve

Represents grants received in prior years against re-imbursement of stamp duty and cost of freehold land at Visakhapatnam.

(b) Securities premium

Securities premium is used to record the premium on issue of shares. The same is to be utilised in accordance with the provisions of Section 52 of the Companies Act, 2013.

(c) General reserve

Under the erstwhile Indian Companies Act, 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to introduction of Companies Act, 2013, the requirement to mandatory transfer a specified percentage of the net profit to general reserve has been withdrawn though the Company may transfer such percentage of its profits for the financial year as it may consider appropriate. Declaration of dividend out of such reserve shall not be made except in accordance with rules prescribed in this behalf under the Act.

(d) Retained earnings

Retained earnings represents the profits that the Company has earned till date, less any transfer to general reserve, dividends or other distributions paid to shareholders etc. The company recognises remeasurement gains/ (losses) on defined benefit plan in other comprehensive income. These are accumulated within equity under the head "Retained Earnings".

(e) Dividends not recognised at the end of the reporting period

During the year 2023 the Company's shareholders have declared dividend of Rs 8.25 per share (2022 : Rs 8.00 per share) which resulted in an outflow of Rs 1,674 (2022 : Rs 1,624) and accordingly has been accounted in the year of declaration by the shareholders.

The Board of directors of the Company has proposed a dividend of Rs 12.75 per share which would result in an outflow of Rs 2,588. This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.

Notes

forming part of financial statements

(Amount in Rs. Lakhs, unless stated otherwise)

21 Long-term provisions

	As at December 31, 2023	As at December 31, 2022
Provision for employee benefits		
Gratuity (Refer Note 46)	1,899	1,992
Compensated absences (Refer Note 46)	572	529
Total long-term provisions	2,471	2,521

22 Trade payables

	As at December 31, 2023	As at December 31, 2022
(i) total outstanding dues of micro enterprises and small enterprises (Refer Note 38)	2,507	2,915
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	26,310	21,702
Total Trade payables	28,817	24,617

Note: Trade payable to related parties as at December 31, 2023 amounted to Rs 1,991 (December 31, 2022: Rs 1,340)

(i) Ageing of trade payables is as below

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
As at December 31, 2023							
(i) Undisputed dues - Micro, Small and Medium Enterprises	-	2,371	88	47	1	-	2,507
(ii) Undisputed dues - Others	8,814	10,980	6,476	11	29	-	26,310
(iii) Disputed dues - Micro, Small and Medium Enterprises	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	8,814	13,351	6,564	58	30	-	28,817
As at December 31, 2022							
(i) Undisputed dues - Micro, Small and Medium Enterprises	-	2,393	521	1	-	-	2,915
(ii) Undisputed dues - Others	6,408	7,789	7,443	9	-	53	21,702
(iii) Disputed dues - Micro, Small and Medium Enterprises	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	6,408	10,182	7,964	10	-	53	24,617

23 Other financial liabilities - current

	As at December 31, 2023	As at December 31, 2022
Capital creditors (Refer Note 38)	1,766	1,136
Unpaid dividend [Refer Note (i) below]	54	56
Liability for other expenses	2,070	1,864
Total Other financial liabilities - current	3,890	3,056

Note (i): There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the company during the year ended December 31, 2023 and December 31, 2022.



Notes

forming part of financial statements

(Amount in Rs. Lakhs, unless stated otherwise)

24 Short-term provisions

	As at December 31, 2023	As at December 31, 2022
Provision for employee benefits		
Compensated absences (Refer Note 46)	27	25
Total short-term provisions	27	25

25 Current tax liabilities (net)

	As at December 31, 2023	As at December 31, 2022
Provision for income tax [Net of Advance tax Rs 31,379 (December 31, 2022 Rs 31,379)]	1,985	1,985
Total current tax liabilities (net)	1,985	1,985

26 Other current liabilities

	As at December 31, 2023	As at December 31, 2022
Advance from customers	153	464
Statutory liabilities :		
Goods and services tax payable	531	381
Tax deducted at source payable	255	185
Provident fund and employee state insurance payable	84	71
Total other current liabilities	1,023	1,101

Note: Amount of revenue recognised for the year ended December 31, 2023, from amounts included in the advances from customers outstanding at the beginning of the year is Rs 461 (December 31, 2022: Rs 247).

27 Revenue from Operations

	For the year ended December 31, 2023	For the year ended December 31, 2022
Sale of products		
Finished goods (Manufactured goods)	68,538	51,424
Stock-in-trade (For trading)	21,728	21,984
Sale of products (A)	90,266	73,408
Sale of services	68,855	60,113
Sale of services (B)	68,855	60,113
Other operating revenue		
Export benefit	165	135
Scrap sales	153	114
Intercompany Service Income	874	488
Other operating revenue (C)	1,192	737
Total revenue from operations (A+B+C)	1,60,313	1,34,258

28 Other Income

	For the year ended December 31, 2023	For the year ended December 31, 2022
Interest income from financial assets carried at amortised cost :		
Interest income on fixed deposits	2,962	1,804
Interest income on Income Tax refund	103	-
Interest income on others	2	3
Profit on sale of Property, plant and equipment [Net]	6	-
Miscellaneous Income	417	479
Total other income	3,490	2,286

Notes

forming part of financial statements

(Amount in Rs. Lakhs, unless stated otherwise)

29 Cost of materials consumed

	For the year ended December 31, 2023	For the year ended December 31, 2022
Inventory of raw materials at the beginning of the year	7,805	9,878
Purchases	63,260	49,011
	71,065	58,889
Less: Inventory of raw materials at the end of the year	10,386	7,805
Total cost of materials consumed	60,679	51,084

30 Purchase of stock-in-trade

	For the year ended December 31, 2023	For the year ended December 31, 2022
Purchase of stock-in-trade	31,358	30,621
Total purchase of stock-in-trade	31,358	30,621

31 Changes in inventories of work-in progress, stock-in-trade and finished goods

	For the year ended December 31, 2023			For the year ended December 31, 2022		
	Opening Inventory	Closing Inventory	(Increase) / Decrease in Inventory	Opening Inventory	Closing Inventory	(Increase) / Decrease in Inventory
Finished goods	5,508	7,159	(1,651)	5,243	5,508	(265)
Stock-in-trade	4,551	5,567	(1,016)	4,010	4,551	(541)
Work-in-progress	1,768	1,851	(83)	1,414	1,768	(354)
Total changes in inventories of finished goods, work-in progress and stock-in-trade	11,827	14,577	(2,750)	10,667	11,827	(1,160)

32 Employee benefits expense

	For the year ended December 31, 2023	For the year ended December 31, 2022
Salaries, wages and bonus	8,423	6,904
Share based payment	198	143
Contribution to provident and other funds (Refer Note 46)	1,153	1,011
Compensated absences (Refer Note 46)	100	63
Staff welfare expenses	928	922
Total employee benefits expense	10,802	9,043

Also Refer Note 35 (i) for expenses included under "Site Expenses"

33 Finance Cost

	For the year ended December 31, 2023	For the year ended December 31, 2022
Interest on lease liabilities	43	-
Total finance cost	43	-

34 Depreciation and amortisation expense

	For the year ended December 31, 2023	For the year ended December 31, 2022
Depreciation on property, plant and equipment [Refer Note 3]	3,396	2,935
Amortisation of intangible assets [Refer Note 6]	85	50
Depreciation on right of use assets [Refer Note 5]	111	1
Total depreciation and amortisation expense	3,592	2,986



Notes

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(Amount in Rs. Lakhs, unless stated otherwise)

35 Other expenses

	For the year ended December 31, 2023	For the year ended December 31, 2022
Consumption of stores and spares **	479	598
Power and fuel	2,578	2,600
Freight	4,933	4,132
Site expenses [Refer Note (i) below]	9,849	7,987
Rent (Refer Note 5)	604	1,199
Repairs to:		
Buildings	195	179
Plant and Machinery	2,314	1,898
Others	135	110
Insurance	249	249
Rates and taxes	105	190
Royalty and Trademark Fees	2,392	1,788
Travelling and conveyance expenses	2,444	1,981
Legal and professional fees	482	489
Auditor's Remuneration [Refer Note (ii) below]	100	80
Directors' commission	90	77
Advertisement and sales promotion	21	49
Bank charges	181	90
Communication cost	110	98
Printing and stationery	63	41
Management fees	3,260	3,182
Loss on foreign exchange fluctuations [Net of foreign exchange gain of Rs 239] (Previous year : Rs 354)	90	311
Allowance for expected credit loss [Refer Note 42(A)] [Net of reversal of Nil (Previous year: Rs 240)]	32	283
Capital work-in-progress written off	-	93
Corporate social responsibility expenditure [Refer Note 49]	227	210
Miscellaneous expenses	606	370
Total other expenses	31,539	28,284

Note (i) : Site Expenses includes

	For the year ended December 31, 2023	For the year ended December 31, 2022
Employee benefits expense (Also Refer Note 32)	8,284	6,528
Consumption of stores and spares	434	392
Freight	255	208
Rent	196	129
Travelling and conveyance expenses	168	103
Advertisement and sales promotion	90	112
Miscellaneous expenses	422	515
Total site expenses	9,849	7,987

Note (ii) : Auditor's Remuneration

	For the year ended December 31, 2023	For the year ended December 31, 2022
As auditors :		
Statutory Audit of annual financial statements #	46	32
Limited review of unaudited quarterly financial results	12	12
Fees for certificates	2	-
In other capacity:		
Group reporting	16	16
Audit of tax accounts	16	16
Reimbursement of expenses	8	4
Total auditor's remuneration	100	80

including fees relating to additional one time effort of Rs 14 pertaining to 2022

** Excludes stores and spares consumed and included under the head Repairs to Plant and Machinery Rs 832 (Previous year: Rs 691) and Site expenses Rs 434 (Previous year: Rs 392).

Notes

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(Amount in Rs. Lakhs, unless stated otherwise)

36 Earnings per equity share

Basic and diluted earning per share (EPS)

The calculation of basic and diluted earnings per share for the year ended December 31, 2023 is based on the profit attributable to equity shareholders and weighted average number of equity shares outstanding.

	For the year ended December 31, 2023	For the year ended December 31, 2022
Earnings		
Profit after tax	21,294	11,679
Net profit attributable to equity shareholders for calculation of basic and diluted EPS	21,294	11,679
Equity Shares		
Weighted average number of equity shares outstanding during the year for calculation of basic and diluted EPS (in nos.)	2,02,96,080	2,02,96,080
Basic and Diluted Earnings per share (in Rs)	104.92	57.54
Nominal value of Equity Share (in Rs)	10	10

37 Contingent liabilities and commitments

(to the extent not provided for)

(a) Contingent liabilities:

(i) Claims against the Company not acknowledged as debts:

Sl. No.	Description	Estimated financial impact		Uncertainties
		As at December 31, 2023	As at December 31, 2022	
a.	Sales tax/ Value added tax	3,427	3,505	Demand received from appropriate authorities in relation to Sales tax/ VAT assessment and non submission of statutory forms.
b.	Excise duty, Custom duty and Service tax matters	227	227	Demands received from appropriate authorities in relation to Excise Duty, Custom Duty and Service Tax matters.

(ii) In respect of above, it is not practicable for the Company to estimate the timings of the cash outflows if any, in respect of the above contingent liabilities pending resolution of the respective proceedings. The Company does not expect any reimbursement in respect of the above contingent liabilities.

(iii) A counter claim was filed against the Company before the Hon'ble High Court at Calcutta by a customer for claims aggregating to Rs 749 as on December 31, 2022 regarding certain disputes relating to goods supplied by the Company in prior years. The suit has been dismissed by the Hon'ble High Court during the current year.

(b) Commitments

	As at December 31, 2023	As at December 31, 2022
Estimated amount of contracts remaining to be executed on capital account and not provided for [net of advances as at December 31, 2023: Rs 1,864 (December 31, 2022: Rs 475)]	9,811	3,252



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(Amount in Rs. Lakhs, unless stated otherwise)

- 38** The amount due to Micro and Small Enterprises as defined in the “The Micro, Small and Medium Enterprises Development Act, 2006” has been determined to the extent such parties have been identified on the basis of information available with the Company. The disclosures relating to Micro and Small Enterprises are as under:

Dues to Micro, Small and Medium Enterprises	As at December 31, 2023	As at December 31, 2022
(a) Principal amount remaining unpaid to any supplier as at the end of each accounting year [including Principal amount relating to Capital Creditors: Rs 538 (December 31, 2022: Rs 403), included under Note 23 - Other financial liabilities]	3,045	3304
(b) Interest due on the Principal amount remaining unpaid to any supplier as at the end of each accounting year [including interest due on Principal amount related to Capital Creditors: Rs (*) (December 31, 2022: Rs 1), included under Note 23 - Other financial liabilities]	1	9
(c) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year [including Principal amount related to Capital Creditors: Rs 15 (December 31, 2022: Rs 664)]	159	6,189
(d) Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
(e) Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
(f) Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act. [including interest due on Principal amount related to Capital Creditors: Rs (*) (December 31, 2022: Rs Nil)].	1	-
(g) The amount of interest accrued and remaining unpaid at the end of the accounting year [including Interest related to Capital Creditors: Rs (*) (December 31, 2022: Rs 5), included under Note 23 - Other financial liabilities].	20	19
(h) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

* Amounts are below rounding off norm adopted by the Company.

39 Segment Reporting

The Company is engaged in the business of manufacturing, trading and sale of a range of refractories and is having its manufacturing facilities located in India. The performance of the Company is assessed and reviewed by the Chief Operating Decision Maker ('CODM') as a single operating segment and accordingly manufacture, trading, sale of refractories and sale of services in relation to refractory goods is the only operating segment.

Geographical Information

The Company is domiciled in India, however also sells its products outside India. The amount of its revenue from external customers broken down by the location of the customers is shown in table below:

	Revenue from external customers		Non-current assets other than financial assets, deferred tax and Non Current Tax Assets	
	For the year ended December 31, 2023	For the year ended December 31, 2022	As at December 31, 2023	As at December 31, 2022
India	1,54,859	1,28,025	42,917	24,688
Outside India	5,454	6,233	-	-
	1,60,313	1,34,258	42,917	24,688

Revenues of approximately Rs 93,809 (Previous year- Rs 74,509) are derived from three external customers (December 31, 2022- three external customers), who contributed to more than 10% of the total revenue individually, in the current year.

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40 Related Party Disclosures

A) List of Related parties and relationship

(i) Enterprises having control over the Company:

Vesuvius plc, United Kingdom, Ultimate holding company and holding company of Vesuvius Holdings Limited, United Kingdom

Vesuvius Holdings Limited, United Kingdom, holding company of Vesuvius Financial 1 Limited, United Kingdom

Vesuvius Financial 1 Limited, United Kingdom, holding company of Vesuvius Group Limited, United Kingdom

Vesuvius Group Limited, United Kingdom, Immediate holding Company

(ii) Fellow Subsidiaries (with whom transactions have taken place during the current or previous year/ balances outstanding):

Name of the related parties

Foseco (Thailand) Limited, Thailand

Foseco India Limited, India

Foseco Industrial E Commercial Ltda, Brazil

Pt. Foseco Indonesia, Indonesia

Vesuvius Sert SAS, France

Vesuvius (Thailand) Co. Ltd, Thailand

Vesuvius Advanced Ceramics (China) Co. Ltd., China

Vesuvius Belgium N.V. Belgium

Vesuvius Emirates FZE, United Arab Emirates

Vesuvius GmbH, Germany

Vesuvius Group S.A., Belgium

Vesuvius Istanbul Refrakter Sanayi ve Ticaret AS, Turkey

Vesuvius Italia S.P.A., Italy

Vesuvius Malaysia SDN. BHD, Malaysia

Vesuvius Mexico S.A. de C.V., Mexico

Vesuvius Poland Spółka z.o.o, Poland

Vesuvius Ras Al Khaimah FZ-LLC , United Arab Emirates

Vesuvius CIESKA REPUBLIKA, a.s., Czech Republic

Vesuvius South Africa (Pty) Limited, South Africa

Vesuvius UK Limited, United Kingdom

Vesuvius USA Corporation, USA

Vesuvius UK Ltd, Taiwan Branch

Wuhan Wugang Vesuvius Advanced Ceramics Co., Ltd, China

Yingkou Bayuquan Refractories Co., Ltd , China

Vesuvius Refratários Ltda, Brazil

Process Metrix LLC, Vietnam

Vesuvius France S.A., France

Vesuvius Australia Pty Ltd., Australia

Vesuvius Canada. Inc., Canada

Vesuvius Refractory India Private Limited, India

Vesuvius Vietnam Co. Ltd, Vietnam

Vesuvius Zyarock Ceramics (Suzhou) Co Ltd., China

Vesuvius LLC, Russia

Yingkou YingWei Magnesium Co., Ltd, China

Vesuvius Management Services Ltd, India

Vesuvius Brazil, Brazil

Vesuvius Japan Inc, Japan

Vesuvius-Foseco GmbH, Germany

Vesuvius Mulheim GMBH, Germany



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(Amount in Rs. Lakhs, unless stated otherwise)

(iii) Key Management Personnel

Mr. Biswadip Gupta - Chairman and Independent Director
 Mr. Nitin Jain - Managing Director
 Mr. Sudipto Sarkar - Independent Director
 Mr. Patrick Andre - Director
 Ms. Nayantara Palchoudhuri - Independent Director
 Mr. Henry James Knowles - Director
 Mr. Thiago Da Costa Avelar- Director
 Mr. Pascal Herve Martin Marie Genest (from February 24, 2022)

(iv) Terms and conditions of transactions with related parties

Transactions related to dividend were on the same terms and conditions that applied to other shareholders. The sale to and purchases from related parties are made in the ordinary course of business and based on the price lists in force and terms that would be available to third parties. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. No provision are held against receivables from related parties.

B. Related party transactions

Name of the entity	For the year ended December 31, 2023				For the year ended December 31, 2022			
	Sale of goods / services	Purchase of goods/ property, plant and equipment	Dividend paid / payable	Other (Income)/ Expenses	Sale of goods / services	Purchase of goods/ property, plant and equipment	Dividend paid / payable	Other (Income)/ Expenses
Holding Company:								
Vesuvius Holdings Limited, United Kingdom	-	-	-	240	-	-	-	92
Immediate Holding Company:								
Vesuvius Group Limited, United Kingdom	-	-	930	-	-	-	902	-
Fellow Subsidiaries:								
Foseco (Thailand) Limited, Thailand	232	-	-	-	236	-	-	-
Foseco India Limited, India	409	183	-	12	470	240	-	12
Foseco Industrial E Commercial Ltda, Brazil	49	-	-	-	16	-	-	-
Pt. Foseco Indonesia, Indonesia	292	-	-	-	156	-	-	-
Vesuvius Sert SAS, France	-	474	-	-	-	925	-	-
Vesuvius (Thailand) Co. Ltd, Thailand	277	-	-	31	415	-	-	-
Vesuvius Advanced Ceramics (China) Co. Ltd., China	-	436	-	-	4	920	-	-
Vesuvius Belgium N.V. Belgium	-	673	-	8	-	616	-	-
Vesuvius Emirates FZE, United Arab Emirates	81	-	-	-	65	-	-	-
Vesuvius France S.A., France	-	-	-	-	-	13	-	-
Vesuvius GMBH, Germany	-	408	-	(284)	183	17	-	(289)
Vesuvius Group S.A., Belgium	*	-	-	722	2	2	-	571
Vesuvius Istanbul Refrakter Sanayi ve Ticaret AS, Turkey	18	*	-	-	120	-	-	-
Vesuvius Italia S.P.A., Italy	-	-	-	2	-	-	-	-
Vesuvius Malaysia SDN. BHD, Malaysia	1,429	242	-	-	1,514	108	-	-
Vesuvius Mexico S.A. de C.V., Mexico	4	1,152	-	-	4	706	-	-
Vesuvius Poland Spółka z.o.o, Poland	44	2,053	-	-	53	1,230	-	-
Vesuvius Ras Al Khaimah FZ-LLC, United Arab Emirates	64	20	-	-	173	26	-	-

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(Amount in Rs. Lakhs, unless stated otherwise)

Name of the entity	For the year ended December 31, 2023				For the year ended December 31, 2022			
	Sale of goods / services	Purchase of goods/ property, plant and equipment	Dividend paid / payable	Other (Income)/ Expenses	Sale of goods / services	Purchase of goods/ property, plant and equipment	Dividend paid / payable	Other (Income)/ Expenses
Vesuvius CESKA REPUBLIKA, a.s., Czech Republic	-	1	-	-	-	2	-	-
Vesuvius South Africa (Pty) Limited, South Africa	614	-	-	-	548	56	-	-
Vesuvius UK Limited, United Kingdom	221	579	-	-	312	459	-	-
Vesuvius USA Corporation, USA	409	561	-	1,691	716	734	-	1,250
Vesuvius UK Ltd, Taiwan Branch	3	-	-	-	12	-	-	-
Wuhan Wugang Vesuvius Advanced Ceramics Co., Ltd, China	-	4,056	-	-	-	4,031	-	-
Yingkou Bayuquan Refractories Co., Ltd, China	-	1,451	-	-	-	-	-	-
Vesuvius Refratários Ltda, Brazil	-	184	-	-	31	36	-	-
Process Metrix LLC, Vietnam	-	851	-	5	-	36	-	-
Vesuvius Australia Pty Ltd.	1	-	-	-	2	-	-	-
Vesuvius Canada. Inc.	-	419	-	-	-	184	-	-
Vesuvius Refractory India Private Limited, India	-	-	-	267	-	-	-	283
Vesuvius Vietnam Co. Ltd, Vietnam	718	65	-	-	487	-	-	-
Vesuvius Mulheim GMBH, Germany	-	-	-	-	-	43	-	-
Vesuvius Zyarock Ceramics (Suzhou) Co Ltd., China	-	10	-	-	-	4	-	-
Vesuvius LLC, Russia	-	17	-	-	-	-	-	-
Yingkou YingWei Magnesium Co., Ltd, China	-	101	-	-	-	20	-	-
Vesuvius Management Services Ltd, India	-	-	-	1,993	-	-	-	2,347
Vesuvius Brazil, Brazil	-	56	-	-	-	-	-	-
Vesuvius Japan Inc, Japan	1	-	-	-	-	-	-	-
Vesuvius-Foseco GmbH, Germany	-	30	-	-	-	-	-	-
Total	4,866	14,022	930	4,687	5,519	10,408	902	4,266

*Amounts are below rounding off norm adopted by the Company.

Remuneration to Key Management Personnel	For the year ended December 31, 2023	For the year ended December 31, 2022
Mr. Nitin Jain - Managing Director		
Short-term employee benefits	292	292
Post-employment benefits	17	24
Share-based payment	74	41
Other Directors		
Sitting Fees	75	83
Director's Commission	90	77
	548	517



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(Amount in Rs. Lakhs, unless stated otherwise)

C. Balances outstanding

Name of the entity	As at December 31, 2023		As at December 31, 2022	
	Receivable	Payable	Receivable	Payable
Holding Company:				
Vesuvius Holdings Limited, United Kingdom	-	2	-	11
Fellow Subsidiaries:				
Foseco (Thailand) Limited, Thailand	-	-	16	-
Foseco India Limited, India	12	-	27	-
Pt. Foseco Indonesia, Indonesia	27	-	29	-
Vesuvius Sert SAS, France	-	116	-	504
Vesuvius (Thailand) Co. Ltd, Thailand	1	20	25	-
Vesuvius Advanced Ceramics (China) Co. Ltd., China	-	55	3	3
Vesuvius Belgium N.V. Belgium	-	60	-	*
Vesuvius Emirates FZE, United Arab Emirates	-	-	17	-
Vesuvius GmbH, Germany	23	13	20	-
Vesuvius Group S.A., Belgium	-	177	-	178
Vesuvius Istanbul Refrakter Sanayi ve Ticaret AS, Turkey	-	-	*	-
Vesuvius Malaysia SDN. BHD, Malaysia	45	15	13	8
Vesuvius Mexico S.A. de C.V., Mexico	-	128	-	89
Vesuvius Poland Spółka z.o.o, Poland	-	116	-	52
Vesuvius Mulheim GmbH & Co KG	-	14	-	-
Vesuvius South Africa (Pty) Limited, South Africa	54	-	38	-
Vesuvius UK Limited, United Kingdom	-	22	-	13
Vesuvius USA Corporation, USA	-	457	-	391
Vesuvius Refratários Ltda, Brazil	-	-	-	5
Process Metrix LLC, Vietnam	-	429	-	-
Vesuvius Canada. Inc., Canada	-	14	-	14
Vesuvius Vietnam Co. Ltd, Vietnam	102	-	63	-
Vesuvius Brazil, Brazil	-	34	-	-
Vesuvius Refractory India Private Limited, India	-	37	-	62
Yingkou Bayuquan Refractories Co., Ltd , China	-	265	-	-
Yingkou YingWei Magnesium Co., Ltd	-	18	-	10
Total	264	1,991	251	1,340

*Amounts are below rounding off norm adopted by the Company.

41 Fair value measurements

The fair values of financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Methods and assumptions used to estimate the fair values are consistent with those used in the previous year.

The following method and assumption are used to estimate the fair values:

The management assessed that fair values of trade receivables, cash and cash equivalents, other bank balances, other financial assets, trade payables, and other financial liabilities (current), approximate to their carrying amounts due to the short-term maturities of these instruments.

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(Amount in Rs. Lakhs, unless stated otherwise)

Financial instruments by category

Particulars	As at December 31, 2023	As at December 31, 2022
	Amortised cost	Amortised cost
Financial assets		
Trade receivables - Non Current	-	-
Trade receivables - Current	32,313	20,936
Loans - Non Current	124	99
Loans - Current	25	44
Other financial assets - Non Current	141	186
Other financial assets - Current	677	838
Cash and cash equivalents	15,976	13,190
Bank balances other than above	30,554	43,606
Total financial assets	79,810	78,899
Financial liabilities		
Lease Liabilities	1,303	-
Trade payables	28,817	24,617
Other financial liabilities	3,890	3,056
Total financial liabilities	34,010	27,673

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each of the level follows as below :-

Categorisation of fair value into level 1, 2 and 3:

Level 1 [Quoted prices in an active market]:

This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. None of the financial instruments of the Company falls under this category.

Level 2 [Fair values determined using valuation techniques with observable inputs]:

The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using inputs other than quoted prices and valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. None of the financial instrument of the company falls under this category.

Level 3 [Fair values determined using valuation techniques with significant unobservable inputs]:

This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.



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(Amount in Rs. Lakhs, unless stated otherwise)

Financial assets and liabilities measured at amortised cost for which fair values are disclosed	Level 3	Total
As at December 31, 2023		
Financial assets		
Loans		
Loans to employees	124	124
Other financial assets		
Security deposits	141	141
Total financial assets	265	265
As at December 31, 2022		
Financial assets		
Loans		
Loans to employees	99	99
Other financial assets		
Security deposits	186	186
Total financial assets	285	285

Notes:

- The current financial assets and liabilities are stated at amortised cost in the financial statements which is approximately equal to their fair value mainly due to their short term in nature. Further, management assessed that the carrying amount of certain loan to employees (non current) and security deposits (non current) approximates to their fair values as the difference between the carrying amount and fair value is not expected to be significant.
- Management uses its best judgment in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates are not necessarily indicative of all the amounts that the Company could have realized or paid in sale transactions as of respective dates. As such, the fair value of the financial instruments subsequent to the respective reporting dates may be different from the amounts reported at each year end.
- The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period. There have been no transfers between Level 1, Level 2 and Level 3 from December 31, 2022 to December 31, 2023.

Significant estimates

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Company uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

42 Financial Risk Management

The Company's financial assets primarily consists of trade receivables and other receivables, loans, security deposits and cash and bank balances etc., whereas financial liabilities includes lease liabilities, trade payables, liabilities for capital and other expenditure and other financial liabilities. The Company's business activities exposes it to variety of risks such as market risk (fluctuations in foreign currency exchange rates, interest rates), liquidity and credit risk, which may adversely impact the fair value of its financial instruments.

The Company seeks to minimise potential adverse effects of these risks by managing through a structured process laid down by its Board of Directors. The Board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, and investment of excess liquidity.

(A) Credit risk

Credit risk refers to risk of financial loss to the Company if customers or counterparties fail to meet their contractual obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. Financial instruments that are subject to credit risk and concentration thereof principally consist of trade receivables, loans receivables, security deposit, cash and cash equivalents and term deposits with banks. None of the financial instruments of the Company results in concentration risk.

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(Amount in Rs. Lakhs, unless stated otherwise)

Credit risk management

Customer credit risk is managed by the Company through its established policies and procedures which involve evaluation of credit profile of individual customers and regular monitoring of important developments viz. payment history, regulatory changes, industry outlook etc. Outstanding receivables are regularly monitored and an impairment analysis is performed at each reporting date on an individual basis for each major customer, whereas for small customers impairment is assessed collectively for homogeneous groups.

The Company manages credit risk for cash and cash equivalents by placing the deposits with approved counterparties with high credit ratings.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk other than for cash and cash equivalents and other bank balances was Rs 33,280 as at December 31, 2023 (December 31, 2022 : Rs 22,103), being the total of the carrying amount of financial assets.

Impairment losses on financial assets

None of the Company's cash equivalents, including time deposits with banks, are past due or impaired. The Company has used expected credit loss model for trade receivables to assess impairment loss or reversal thereof. A summary of movement in allowances for expected credit losses from the beginning to end of the year is provided as under:

Particulars	As at December 31, 2023	As at December 31, 2022
Balance at the beginning of the year	1,147	864
Additions during the year	32	283
Reversals during the year	(1,037)	-
Balance at the end of the year	142	1,147

The Company uses a provision matrix to determine impairment loss on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At regular intervals, the historically observed default rates are updated and changes in forward-looking estimates are analysed.

(B) Liquidity risk

Liquidity risk implies that the Company may not be able to meet its obligations associated with its financial liabilities. The Company manages its liquidity risk on the basis of business plans that ensures funds required for financing business operations and meeting financial liabilities are available in a timely manner at optimal costs. The Management regularly monitors rolling forecasts of the Company's liquidity position to ensure it has sufficient cash on an ongoing basis to meet operational fund requirements. Surplus cash generated, over and above operational fund requirement is invested in bank deposits to optimise cash returns while ensuring adequate liquidity for the Company.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments, if any as at December 31, 2023 and December 31, 2022:

Particulars	Trade Payables	Lease Liabilities	Other Financial Liabilities
As at December 31, 2023			
Carrying value	28,817	1,303	3,890
Contractual Cash Flows	28,817	4,774	3,890
Less than 1 year	28,817	82	3,890
Between 1-5 years	-	467	-
More than 5 years	-	4,226	-



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(Amount in Rs. Lakhs, unless stated otherwise)

Particulars	Trade Payables	Lease Liabilities	Other Financial Liabilities
As at December 31, 2022			
Carrying value	24,617	-	3,056
Contractual Cash Flows	24,617	-	3,056
Less than 1 year	24,617	-	3,056
Between 1-5 years	-	-	-
More than 5 years	-	-	-

(C) Market risk

Market risk is the risk that the fair value of future cash flow of financial instruments may fluctuate because of changes in market conditions. Market risk broadly comprises two types of risks namely currency risk and interest rate risk. The above risks may affect the Company's income and expenses. The Company's exposure to and management of these risks are explained below:

(i) Foreign currency risk

The Company undertakes transactions (e.g. sale of goods and purchases on raw materials or capital goods) denominated in foreign currencies and thus is exposed to exchange rate fluctuations. The Company evaluates its exchange rate exposure arising from foreign currency transactions and manages the same based upon approved risk management policies which includes managing bank accounts in foreign currency and converting these foreign currency into functional currency when exchange rates are favourable.

(a) Exposure to foreign currency risk

The carrying amounts of foreign currency denominated financial assets and liabilities at the end of the reporting periods are as under:

Particulars	Foreign currency in Lakhs	Rupee equivalent in Lakhs
As at December 31, 2023		
(i) Trade receivables		
USD	2	175
EURO	1	77
(ii) Trade payables		
USD	86	7,160
EURO	9	792
GBP	1	53
(iii) Net Exposure to foreign currency risk (liabilities) (i-ii)		
USD	84	6,984
EURO	8	716
GBP	1	53
As at December 31, 2022		
(i) Trade receivables		
USD	2	146
EURO	1	56
(ii) Trade payables		
USD	56	4,639
EURO	11	946
GBP	*	20
(iii) Net Exposure to foreign currency risk (liabilities) (i-ii)		
USD	54	4,493
EURO	10	890
GBP	*	20

*Amounts are below rounding off norm adopted by the Company.

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(Amount in Rs. Lakhs, unless stated otherwise)

(b) Sensitivity

The following table details company's sensitivity of profit or loss to 10% increase or decrease in the INR against the relevant foreign currencies, holding all other variables constant. The sensitivity analysis include only outstanding foreign currency denominated financial assets and liabilities.

Particulars	Impact on profit before tax (Decrease)/Increase	Impact on post tax equity (Decrease)/Increase
As at December 31, 2023		
USD Sensitivity		
INR/USD- Increase by 10%	(698)	(523)
INR/USD- Decrease by 10%	698	523
EUR sensitivity		
INR/EUR- Increase by 10%	(72)	(54)
INR/EUR- Decrease by 10%	72	54
GBP sensitivity		
INR/GBP- Increase by 10%	(5)	(4)
INR/GBP- Decrease by 10%	5	4

Particulars	Impact on profit before tax (Decrease)/Increase	Impact on post tax equity (Decrease)/Increase
As at December 31, 2022		
USD Sensitivity		
INR/USD- Increase by 10%	(449)	(336)
INR/USD- Decrease by 10%	449	336
EUR sensitivity		
INR/EUR- Increase by 10%	(89)	(67)
INR/EUR- Decrease by 10%	89	67
GBP sensitivity		
INR/GBP- Increase by 10%	(2)	(2)
INR/GBP- Decrease by 10%	2	2

(ii) Interest rate risk

The Company does not have any variable interest bearing financial liabilities as at the end of the reporting period. The Company's interest earning financial assets are primarily term deposits with banks which are fixed rate interest bearing instruments and accordingly the Company is not significantly exposed to interest rate risk.

43 Capital management

(a) Risk Management

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long term and short term goals of the Company, safeguarding business continuity and support the growth of the company.

The Company's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets.

The Company determines the amount of capital required on the basis of annual business plan and taking into consideration any long term strategic investment and expansion plans. The funding needs are met through equity and cash generated from operations. The company is not exposed to any externally imposed capital requirement.



Notes

forming part of financial statements

(Amount in Rs. Lakhs, unless stated otherwise)

Particulars	As at December 31, 2023	As at December 31, 2022
Equity share capital	2,030	2,030
Other Equity	1,17,324	97,749
Total equity (A)	1,19,354	99,779
Lease liabilities	1,303	-
Total debt (B)	1,303	-
Cash and Cash Equivalents	15,976	13,190
Other balances with banks	30,554	43,606
Total cash (C)	46,530	56,796
Net debt {D=(B-C)}	(45,227)	(56,796)
Total capital (equity + gross debt)	1,20,657	99,779
Net debt to equity ratio	-37%	-57%

44 Income tax expense

This note provides an analysis of the Company's income tax expense, show amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the Company's tax positions.

Particulars	For the year ended December 31, 2023	For the year ended December 31, 2022
Income tax expense		
Current tax		
Current tax on profits for the year	7,065	4,134
Total current tax expense (A)	7,065	4,134
Deferred Tax		
Decrease/ (increase) in deferred tax assets	(143)	(88)
(Decrease)/ increase in deferred tax liabilities	309	(7)
Total deferred tax expense (B)	166	(95)
Income tax expense (A+B)	7,231	4,039

Particulars	For the year ended December 31, 2023	For the year ended December 31, 2022
Current tax expense recognised in profit or loss		
Current tax on profits for the year	7,065	4,134
Total current tax expense (A)	7,065	4,134
Deferred tax expense recognised in profit or loss		
Deferred taxes	181	(127)
Total deferred tax expense recognised in profit or loss (B)	181	(127)
Deferred tax expense recognised in Other comprehensive income		
Deferred taxes	(15)	32
Total deferred tax expense recognised in Other comprehensive income (C)	(15)	32
Total deferred tax for the year (B+C)	166	(95)
Total income tax expense recognised in profit or loss (A+B)	7,246	4,007
Total income tax expense recognised in other comprehensive income (C)	(15)	32
Total income tax expense (A+B+C)	7,231	4,039

Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

Particulars	For the year ended December 31, 2023	For the year ended December 31, 2022
Profit before tax	28,540	15,686
Tax at the Indian tax rate of 25.168% (December 31, 2022 : 25.168%)	7,183	3,948
Tax effect of amounts which are not deductible (taxable) in calculating taxable income		
Corporate social responsibility expenditure	57	54
Others	6	5
Income tax expense	7,246	4,007

Notes

forming part of financial statements

(Amount in Rs. Lakhs, unless stated otherwise)

45 Share Based Payments

Vesuvius Plc. (Ultimate Holding Company) grants stock awards to certain employees of the Company under its stock incentive plan, which entitle the holder to receive equity instruments of the Ultimate Holding Company. These stocks will vest on the second anniversary of the date of grant, unless business conditions justify deferring it, and provided that the employee is still actively employed by a Vesuvius company. The vested shares are exercisable for a period of 10 years beginning with the Grant Date. The plan is regarded as equity settled as per Ind AS 102- Share Based Payment.

The movement of the stock award is as follows: Opening balance - 49,291 (Previous year : 4640), Granted during the year - 48,804 (Previous year : 46,407), Dividend Shares during the year - 674 (Previous year : 104), Exercised during the year - 10,449 (Previous year : 1860), forfeited during the year - NIL (Previous year : NIL), Closing balance - 88,320 (Previous year : 49,291). The employees are not required to make any payment hence Average exercise price per share award is NIL (Previous year : NIL).

Weighted average remaining contractual life of award outstanding at end of the period is 290 days (Previous year : 421 days).

The fair value at grant date of award granted during the year were GBP 4.05 per award (Previous year : GBP 5.38 and GBP 5.47 per award), determined using the closing midmarket price on the day preceding the date of grant. Total expenses arising from share based payment transactions recognised in profit or loss as part of employee benefit expense is Rs 198 Lakhs (Previous year : Rs 143 Lakhs).

46 Employee benefit obligations

(i) Defined contribution plans

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident and Pension Fund, and Employee State Insurance ("ESI") which are defined contribution plans. The Company has no obligations other than to make the specified contributions. The contributions are recognised in the Statement of Profit and Loss as they accrue. The amount recognised as an expense towards contribution to Provident and Pension Fund and ESI for the year aggregates to Rs 793 (Previous year : Rs 681).

(ii) Defined benefit plans

Gratuity

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump-sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15/21/26 days salary (as applicable, depending upon the number of years served by the employee) payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company makes annual contributions to gratuity funds established as insurance companies. The Company accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation.

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Particulars	Present value of obligation (A)	Fair value of plan assets (B)	Net amount (A-B)
January 01, 2022	2,849	961	1,888
Current service cost	213	-	213
Interest expense/(income)	184	66	118
Total amount recognised in profit or loss	397	66	331
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	(2)	2
Actuarial (gain)/loss from change in financial assumptions	(178)	-	(178)
Actuarial (gain)/loss from unexpected experience	50	-	50
Total amount recognised in other comprehensive income	(128)	(2)	(126)
Employer contributions/ premium paid	-	101	(101)
Benefit payments	(76)	(76)	-
December 31, 2022	3,042	1,050	1,992



Notes

forming part of financial statements

(Amount in Rs. Lakhs, unless stated otherwise)

Particulars	Present value of obligation (A)	Fair value of plan assets (B)	Net amount (A-B)
January 01, 2023	3,042	1,050	1,992
Current service cost	225	-	225
Interest expense/(income)	214	79	135
Total amount recognised in profit or loss	439	79	360
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	(10)	10
Actuarial (gain)/loss - demographic assumptions	-	-	-
Actuarial (gain)/loss from change in financial assumptions	-	-	-
Actuarial (gain)/loss from unexpected experience	50	-	50
Total amount recognised in other comprehensive income	50	(10)	60
Employer contributions/ premium paid	-	513	(513)
Benefit payments	(215)	(215)	-
December 31, 2023	3,316	1,417	1,899

Significant estimates: actuarial assumptions

The significant actuarial assumptions were as follows:

Particulars	December 31, 2023	December 31, 2022
Discount rate	7.20%	7.20%
Salary growth rate	8.00%	8.00%
Attrition rate	Ages Upto 40 : 10% Thereafter : 2%	Ages Upto 40 : 10% Thereafter : 2%
Mortality rate	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate

Assumptions regarding future mortality for gratuity is set based on actuarial advice in accordance with published statistics and experience. These assumptions translate into an average life expectancy in years for a person retiring at age 60.

The estimates of future salary increase considered in actuarial valuation taken into account factors like inflation, seniority promotion and other relevant factors, such as demand and supply in the employment market.

Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the principal assumptions is:

Particulars	Impact on defined benefit obligation (Gratuity)			
	December 31, 2023		December 31, 2022	
	Increase	Decrease	Increase	Decrease
Discount rate (-/+ 0.5%) % change compared to base due to sensitivity	(143)	153	(136)	147
Salary growth rate (-/+ 0.5%) % change compared to base due to sensitivity	152	(142)	145	(136)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied while calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

Notes

forming part of financial statements

(Amount in Rs. Lakhs, unless stated otherwise)

Risk exposure

Through its defined benefit plans the Company is exposed to a number of risks, the most significant of which are detailed below:

(a) Investment risk:

The plan liabilities are calculated using a discount rate set with references to government bond yields (discount rate); if plan assets under perform compared to the government bonds discount rate, this will create or increase a deficit.

(b) Interest risk:

A decrease in the bond interest rate (discount rate) will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investment.

(c) Life expectancy:

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and at the end of the employment. An increase in the life expectancy of the plan participants will increase the plan liability.

(d) Salary growth risk:

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. An increase in the salary of the plan participants will increase the plan liability.

Defined benefit liability and employer contributions

Expected contributions to post-employment benefit plans for the year ending December 31, 2024 : Rs 256
(Previous year : Rs 225)

The weighted average duration of the defined benefit obligation (gratuity) is 10 years for December 31, 2023 (December 31, 2022 : 10 years). The expected maturity analysis of undiscounted gratuity is as follows:

	December 31, 2023	December 31, 2022
Year 1	117	140
Year 2	170	159
Year 3	363	189
Year 4	176	401
Year 5	154	206
Year 6 to 11	1718	2123

(iii) Major categories of plan assets are as follows :

The defined benefit plans are funded with insurance companies of India. The Company does not have any liberty to manage the funds provided to insurance companies. Thus the composition of each major category of plan assets has not been disclosed.

	December 31, 2023	December 31, 2022
-Scheme of Insurance	100%	100%



Notes

forming part of financial statements

(Amount in Rs. Lakhs, unless stated otherwise)

Compensated absences

The Company provides benefits in the nature of compensated absences which can be accumulated. The compensated absences are other long term employee benefits plan. The plan is unfunded. Based on actuarial valuation, a provision is recognised in full for the projected obligation.

Based on past experience and in keeping with Company's policy, the Company does not expect all employees to avail the full amount of accrued leave or require payment within the next 12 months and accordingly the total year end provision, as aforesaid is classified between current and non current based on actuarial valuation and non current considering estimates of avilment of leave, separation of employees etc.

- 47** Provisions for taxation has been recognised with reference to profit for the year ended December 31, 2023, in accordance with the provisions of Income-tax Act, 1961 and rules framed thereunder. The ultimate tax liability for the year 2023-24 will be determined on the basis of total taxable income for the nine months ended December 31, 2023 and 3 months ending March 31, 2024.
- 48** The management is of the opinion that its international transactions are at arm's length under the provision of Section 92-92F of the Income-tax Act, 1961.

49 Corporate social responsibility expenditure

Particulars	December 31, 2023	December 31, 2022
Amount required to be spent as per Section 135 of the Act	213	194
Amount spent during the year (including amount deposited for previous year) on		
(i) Construction/acquisition of an asset	-	-
(ii) On purposes other than (i) above		
- In cash	227	210
- Yet to be paid in cash	-	-
Total	227	210

Details of CSR expenditure under Section 135(5) of the Act in respect of other than ongoing projects

Particulars	December 31, 2023	December 31, 2022
Balance excess/(short) spent as at beginning of the year*	-	(16)
Amount deposited in specified fund of schedule VII of the Act within 6 months	-	16
Amount required to be spent during the year	213	194
Amount spent during the year**	227	194
Balance excess spent / (short) as at end of the year***	14	-

* The unspent amount of Rs 16 lakhs as on December 31, 2021 was subsequently paid to designated CSR fund in February, 2022. The shortfall was on account of restrictions in CSR projects due to various waves of COVID-19 pandemic.

** The Company has incurred expenditure towards rehabilitation centres, livelihood enhancement, donation to several trusts and societies engaged in welfare and development of society.

*** The Company does not propose to carry forward amount spent during the year aggregating to Rs 14 Lakhs (December 31, 2022: Nil) beyond the statutory requirement.

Notes

forming part of financial statements

(Amount in Rs. Lakhs, unless stated otherwise)

50 The Company has no borrowings from banks and financial institutions on the basis of security of current assets. Hence, the requirement of furnishing quarterly returns or statements of current assets with banks and financial institutions do not arise.

51 Relationship with struck off companies

The following table depicts the details of balances outstanding in respect of transactions undertaken with the companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956:

Name of struck off Company	Nature of transactions with struck-off Company	Balance as at 31st December 2023	Balance as at 31st December 2022	Relationship with the struck-off Company
Aditi Die Cast Private Limited	Sale of Goods	(*)	1	Customer
Jamil Ahmed Constructions Co. Private Limited	Sale of Goods	-	1	Customer
Das Engineering and Refrigeration	Sale of Goods	(*)	-	Customer
J.K. Cements Private Limited	Sale of Goods	(*)	-	Customer
Lone-Star Engineering Industries Limited	Sale of Goods	(*)	(*)	Customer
Malini Metal Industries LLP	Sale of Goods	(*)	-	Customer
Prince Electricals Private Limited	Sale of Goods	(*)	-	Customer
Vaishnavi Enterprises Private Limited	Sale of Goods	(*)		Customer

* Amounts are below rounding off norm adopted by the Company.

52 Ratios

Sr. No.	Particulars	December 31, 2023	December 31, 2022	% Change	Reason of Variance
(a)	Current ratio (times)	3.10	3.34	(7.25)%	
(b)	Debt-equity ratio (times)	0.01	-	100%	Refer sub-note (iii)
(c)	Debt service coverage ratio (times)	319.58	-	100%	Refer sub-note (iii)
(d)	Return on equity ratio (%)	19.44%	12.33%	57.60%	Refer sub-note (i)
(e)	Inventory turnover ratio (in days)	52.38	56.71	(7.63)%	
(f)	Trade receivables turnover ratio (in days)	60.62	51.36	18.04%	
(g)	Trade payables turnover ratio (in days)	77.37	72.98	6.02%	
(h)	Net capital turnover ratio (in days)	167.30	194.39	(13.94)%	
(i)	Net profit ratio (%)	13.28%	8.70%	52.70%	Refer sub-note (i)
(j)	Return on capital employed (%)	23.62%	15.72%	50.24%	Refer sub-note (ii)
(k)	Return on investment (%)	17.94%	11.79%	52.19%	Refer sub-note (i)



Notes

forming part of financial statements

(Amount in Rs. Lakhs, unless stated otherwise)

Formulas for ratios

	Numerator	Denominator
(a) Current ratio (times)	Total current assets	Total current liabilities
(b) Debt-equity ratio (times)	Total Gross Debt (Lease Liabilities)	Average shareholder's equity
(c) Debt service coverage ratio (times)	Profit for the year + Finance Cost + Depreciation and amortisation expense + Capital work in progress written off + Allowance for expected credit loss +/- Unrealised Loss/ (Gain) on foreign currency transactions (Net) +/- Other non-cash expenses	Debt service = (Interest + Principal Lease Repayments)
(d) Return on equity ratio (%)	Profit after tax	Average shareholder's equity
(e) Inventory turnover ratio (in days)	Average inventory * 365	Total revenue from operations
(f) Trade receivables turnover ratio (in days)	Average trade receivables * 365	Total revenue from operations
(g) Trade payables turnover ratio (in days)	Average trade payables * 365	Total purchases + Other expenses (excluding non cash expenses i.e. Capital work in progress written off, Allowance for expected credit loss, Unrealised Loss/ (Gain) on foreign currency transactions (Net))
(h) Net capital turnover ratio (in days)	Average Working capital (Current assets - Current liabilities) * 365	Total revenue from operations
(i) Net profit ratio (%)	Profit after tax	Total revenue from operations
(j) Return on capital employed (%)	Earnings before interest and taxes = Profit before tax + Finance Cost	Average Capital employed Capital employed = Total equity + Lease Liability
(k) Return on investment (%)	Earnings before interest and taxes = Profit before tax + Finance Cost	Total Assets

Notes:

- (i) This change in ratio resulted from increase in earnings.
- (ii) This change in ratio resulted primarily from increase in equity arising on account of increase in earnings.
- (iii) This change in ratio resulted on account of recognition of lease liabilities during the year.

53 The Company has long-term contracts as at December 31, 2023 for which there were no material foreseeable losses. The Company did not have any derivative contracts as at December 31, 2023.

54 The Company has not raised any fund on short term or long term basis from banks and financial institution, accordingly question of utilisation of same for the purpose other than for which the same is taken does not arise.

55 The Company has received whistle-blower complaints during the year. Based on management's assessment, the impact of these are not material and hence has no bearing on Financial statements.

Notes

forming part of financial statements

(Amount in Rs. Lakhs, unless stated otherwise)

- 56** (a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) No funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 57** The company has not made any investment during the year. The Company has not granted secured/ unsecured loans/ advances in the nature of loans, or stood guarantee, or provided security to any Company/Firm/Limited Liability Partnership/ other party during the year other than unsecured loans to 47 employees. The aggregate amount during the year and balance outstanding at the balance sheet date with respect to such loans to parties (aforesaid employees) other than subsidiaries, joint ventures and associates are as per the table given below:

Loan to Employees	31-Dec-23	31-Dec-22
Aggregate amount granted/ provided during the year	66	43
Balance outstanding as at balance sheet date in respect of the above case	62	39

There are no loans and advances in the nature of loans granted to promoters, directors, KMPs, and the related parties (as defined under Companies Act, 2013) or other parties (including employees) either severally or jointly with any other person that are repayable on demand or without specifying any terms or period of repayment during the current or previous year. Loans granted to employees are unsecured in nature. In respect of these loans, the schedule of repayment of principal amount has been stipulated and the employees are repaying the principal amount as stipulated in a regular manner. The terms and conditions under which these loans were granted are not prejudicial to the interest of the Company.

- 58** The Company has done an assessment to identify Core Investment Company (CIC) [including CICs in the Group] as per the necessary guidelines of Reserve Bank of India [including Core Investment Companies (Reserve Bank) Directions, 2016]. The Company is not a CIC and no entities have been identified as CIC in the Group, of which Company is a part.
- 59** No proceedings have been initiated on or are pending against the company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) [formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)] and Rules made thereunder.
- 60** The Company do not have any subsidiary as at the balance sheet date, accordingly compliance with number of layers prescribed under the Companies Act read with Companies (Restriction on number of layers) Rules, 2017 does not arise.
- 61** The Company has not entered into any scheme of arrangement which has an accounting impact in the current or previous financial year.
- 62** The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.



Notes

forming part of financial statements

(Amount in Rs. Lakhs, unless stated otherwise)

- 63** The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.
- 64** There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- 65** There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.
- 66** The books of account and other relevant books and papers maintained in electronic mode by the Company are accessible in India, at all times, so as to be usable for subsequent reference. The back-up of the books of account and other books and papers of the company maintained in electronic mode are kept in servers physically located in India on a daily basis.
- 67** In terms of provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company, on February 06, 2023, informed the BSE Limited and the National Stock Exchange of India Limited that there has been an incident involving unauthorised access to IT systems and networks that happened through an offshore affiliate. Immediately upon becoming aware of such unauthorised activity on networks, the Company initiated necessary steps to investigate and respond to the incident, including shutting down affected systems. The management's assessment based on the investigation concluded which was carried out with the support of leading cyber security experts, indicate that there was no impact of the aforesaid incident on the financial statements of the Company for the year ended December 31, 2023. Further, on review of the data affected by the incident, we confirm that no material breaches or loss of relevant data or documents have also been identified.
- Thus, the management does not expect any financial, legal and regulatory impact of the aforesaid incident on the aforesaid financial statements of the Company.
- 68** The Company is awaiting further clarification in respect of retrospective application of the Supreme Court Judgment in the case of "Vivekananda Vidyamandir And Others Vs The Regional Provident Fund Commissioner (II) West Bengal" and the related circular issued by the Employees' Provident Fund Organisation in this regard. In the assessment of the management, the aforesaid matter is not likely to have a significant impact and accordingly, no provision has been made in these Financial Statements.

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration No: 012754N/N500016

For and on behalf of the **Board of Directors**
Vesuvius India Limited
CIN:L26933WB1991PLC052968

Rajib Chatterjee
Partner
Membership No. 057134

Nitin Jain
Managing Director
DIN: 07934566

Biswadip Gupta
Chairman
DIN: 00048258

Rohit Baheti
Chief Financial Officer

Saheb Ali
Company Secretary

Place: Gurugram
Date: February 09, 2024

Place: Kolkata
Date: February 09, 2024

VESUVIUS INDIA LIMITED

CIN: L26933WB1991PLC052968

Registered Office: P-104, Taratala Road, Kolkata 700088

Tel: +91 33 61090500 Fax: +91 33 24013976

Email: vesuviusindia@vesuvius.com, Website: www.vesuviusindia.in

Notice of 33rd Annual General Meeting

NOTICE is hereby given that the **Thirty Third (33rd) Annual General Meeting ("AGM")** of the Members of **Vesuvius India Limited (the "Company")** will be held on Thursday, April 18, 2024, at 10:00 A.M. (IST), at G. D. Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019 to transact the following businesses:

Ordinary Business:

1. To consider and adopt 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 and, in this regard, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended on December 31, 2023 and the Reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To declare dividend on Equity Shares of the Company for the financial year ended on December 31, 2023 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT dividend at the rate of ₹ 12.75 (Rupees Twelve and Seventy Five Paise only) per Equity Share of ₹ 10/- (Rupees Ten only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared out of the profits of the Company for the financial year ended on December 31, 2023 on 2,02,96,080 (Two crores two lakhs ninety-six thousand and eighty) Equity Shares of the Company."

3. To reappoint Mr. Pascal Herve Martin Marie Genest (DIN: 09473571), who retires by rotation and being eligible, offers himself for reappointment and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Pascal Herve Martin Marie Genest (DIN: 09473571), who retires by rotation from the Board of Directors of the Company pursuant to

the provisions of Section 152 of the Companies Act, 2013 and Article 101 of the Company's Articles of Association, be and is hereby reappointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

Special Business:

4. To approve 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 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 17(1D) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI LODR) and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded for continuation of Mr. Patrick Georges Felix Andre (DIN : 07619754), as a Non-Executive Non-Independent Director of the Company (not liable to retire by rotation), for a further period of five years commencing from April 01, 2024.

RESOLVED FURTHER THAT each of the Directors 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."

5. To approve 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, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149(9), 197 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013, as amended, (the Act) and the Rules framed thereunder (including any statutory modification(s) or



re-enactment thereof for the time being in force), the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for payment and distribution of such sum as commission to the Non-Executive Directors of the Company, in such manner and proportion as the Board of Directors of the Company may decide from time to time, provided that the aggregate of such commission, paid or proposed to be paid to all the Non-Executive Directors of the Company, shall not exceeding 1% of the net profits of the Company, in any financial year, computed in accordance with the provisions of Section 198 of the Act, plus applicable taxes, and in case of no profits or profits are inadequate in any financial year, the Non-Executive Directors would be paid remuneration for such financial year in a manner and proportion, as the Board of Directors of the Company may decide from time to time, subject to compliance with the requirements of Schedule V to the Act.

RESOLVED FURTHER THAT each of the Directors 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."

6. To ratify the remuneration of Cost Auditors of the Company for the financial year ending on

December 31, 2024, and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration, as approved by the Board of Directors upon recommendation of the Audit Committee and set out in the Statement annexed to the Notice, to be paid to M/s Jithendra & Company, Cost Accountants, (Firm Registration No. 103347), who has been appointed to conduct the audit of the cost records maintained by the Company for the financial year ending on December 31, 2024, be and is hereby ratified.

RESOLVED FURTHER THAT each of the Directors 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."

By order of the Board of Directors
Vesuvius India Limited

Place: Kolkata
Date: February 09, 2024

Registered Office:
P-104, Taratala Road,
Kolkata 700088

Saheb Ali
Company Secretary and
Compliance Officer
Membership No. A33361

Notice of 33rd Annual General Meeting (Contd.)

NOTES FORMING PART OF THE NOTICE:

A. General Instructions:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, as amended, (the “Act”) and Secretarial Standard on General Meetings (Revised) – 2 (the “SS-2”), relating to Special Businesses to be transacted at the Meeting, are annexed hereto. The said Statement also contain the recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “SEBI LODR”). Additional disclosures, pursuant to Regulation 36 of the SEBI LODR, in respect of the directors seeking appointment / re-appointment form part of this Notice convening the 33rd Annual General Meeting (AGM) of the Company (the “Notice”).
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is attached herewith.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.
3. The proxy holder shall prove his / her identity at the time of attending the Meeting.
4. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked.
5. The landmark and route map to the AGM venue is attached and forms part of this Notice.
6. In case of Joint holders attending the AGM, the Member whose name appears first in the order of names as per the Register of Members of the Company, will be entitled to vote at the AGM.
7. National Securities Depository Limited (“NSDL”) will be providing facility for voting through remote e-voting and e-voting at the AGM venue.
8. The Notice of the AGM along with the Annual Report 2023 is being sent through electronic mode to those Members

whose e-mail addresses are registered with the Company/ Depositories. Further, physical copy of the Notice and the Annual Report are being dispatched through permissible mode to those Members whose e-mail addresses are not registered with the Company/Depositories. Members may note that the Notice along with the Annual Report 2023 will also be available on the website of the Company at www.vesuviusindia.in and may also be accessed from the relevant section of the websites of the stock exchanges i.e., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. These will also be available on the website of NSDL at www.evoting.nsdl.com and on the website of Company's Registrar and Transfer Agent (RTA), M/s C B Management Services (P) Limited (“CB Management”) at www.cbmsl.com. The physical copy of the Notice along with Annual Report shall also be made available to the Member(s) who may request for the same in writing to the Company.

9. **Mandatory update of PAN, KYC and Nomination details and linking of PAN and Aadhaar by holders of shares in physical form:** SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024 upon completion/submission of the requisite documents/details in entirety. Copies of relevant forms are available on the website of the Company at <https://vesuviusindia.in> or of the Company's RTA at www.cbmsl.com.

In case of any query / assistance, members are requested to contact the Company's RTA, M/s C B Management Services (P) Ltd., at P-22, Bondel Road, Kolkata-700019 (Phone No 033-40116700; Email: rta@cbmsl.com)
10. Members who have still not registered/updated their email IDs, are requested to do so at the earliest, in the following manner:
 - a. Members holding shares in physical mode are requested to register / update their email IDs by submitting duly filled and signed Form ISR-1 with the CB Management/Company's RTA.
 - b. Members holding shares in dematerialised mode are requested to register / update their e-mail address with the Depository through their Depository Participant(s).



11. A brief profile of the Director retiring by rotation and proposed to be re-appointed at this AGM, as stipulated under Regulation 36 of the SEBI LODR are provided in an Annexure appended to this Notice.
12. Relevant documents as required by law and referred to in the accompanying Notice and in the Statement shall be available for inspection through electronic mode. Members may write to the Company on vesuviusindia@vesuvius.com for inspection of said documents and the same will be available for inspection of Members at the Registered Office of the Company between 12.00 p.m. and 2.00 p.m. on all working days upto and including the date of the Annual General Meeting.

13. Important dates for Members:

Record Date: Record Date will be **Thursday, April 11, 2024** to determine entitlement of Members to receive dividend which will be declared at the AGM.

Cut Off Date: The Cut Off Date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through e-voting system is **Thursday, April 11, 2024** ("Cut Off Date").

A person who is not a Member as on the Cut Off Date should treat this Notice of the AGM for information purpose only. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut Off Date, as aforesaid.

Remote e-voting Period will commence from **9.00 a.m. on Sunday, April 14, 2024 to 5.00 p.m. on Wednesday, April 17, 2024**, both days inclusive. Remote e-voting will be disabled after 5.00 p.m. on Wednesday, April 17, 2024.

The facility for voting, through electronic voting system shall also be made **available at the AGM venue** and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

A Member can opt for only single mode of voting i.e., through remote e-voting or e-voting at the AGM. If a Member casts vote by both modes i.e., e-voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

14. **Dividend:** Subject to the approval of the Members at the AGM and the provisions of Section 126 of the Act, the dividend will be deposited in a separate bank account within 5 (five) days from the date of declaration of the dividend and will be paid within May 10, 2024 to the Members whose names appear on the Company's Register of Members as on the Record Date

(i.e., **April 11, 2024**) and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details and to the Members who have not updated their bank account details, dividend shall be paid to them electronically only upon completion of KYC and bank account details.

Tax Deductible at Source / Withholding tax:

Pursuant to the requirement of Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend to be paid to its shareholders. The withholding tax rate would vary depending on the residential status of the shareholders and documents submitted by them with the Company/ its RTA/Depository Participants.

15. **Bank Account Details:** Regulation 12 read with Schedule I of the SEBI LODR require all companies to use the facilities of electronic clearing services for payment of dividend. Members are requested to register/ update their complete bank details:
 - a. with their Depository Participant(s) with which they maintain their demat accounts, if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s); and
 - b. by submitting duly filled up and signed Form ISR-1 with the CB Management, if shares are held in physical mode.
16. **Unclaimed Dividend:** Notices have been sent to all the concerned Shareholders on January 29, 2024 informing them that their dividend remains unclaimed and the procedure to obtain payment of these unclaimed dividend. Details of dividend unclaimed by Members for the past years which have not yet been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government have been uploaded on the Company's website www.vesuviusindia.in. Members are encouraged to view the lists and lodge their claim with the Company's RTA for dividends which have remained unclaimed.
17. **Unclaimed Dividends/Shares transferred to IEPF:** In terms of the provisions of Sections 124 and 125 of the Act, read with Rules made thereunder, and circulars, if any, the dividend for the financial year ended on December 31, 2015, declared at the 25th Annual General Meeting of the Company held on May 04, 2016, which remained unclaimed for 7 (seven) consecutive years, amounting to ₹ 9 Lakhs had been transferred to the IEPF account of the Central Government in the month of June 2023. As per the aforesaid provisions, the

Notice of 33rd Annual General Meeting (Contd.)

Company had also transferred the shares [in respect of which dividends remained unclaimed for a period of 7 (seven) consecutive years as on the due date i.e., June 05, 2023] to the IEPF Demat Account.

18. **Unclaimed Dividend/Shares to be transferred to IEPF in 2024:** Pursuant to the aforesaid provisions, the Company is required to transfer the unpaid dividend amounts, which remained unclaimed for 7 (seven) years from the date of transfer of such amounts to Unpaid/Unclaimed Dividend Account to IEPF Account. In order to comply with the same, the Company shall transfer the dividend declared at the 26th Annual General Meeting of the Company held on May 12, 2017, to the IEPF of the Central Government in June, 2024. Further, the shares in respect of which dividend remains unclaimed for a period of 7 (seven) consecutive years shall also be transferred to the Demat Account of the IEPF Authority in June, 2024. Individual reminder letters have been sent to the concerned shareholders by registered post on January 29, 2024 and newspaper notice has also been published on February 08, 2024 in this regard. The concerned shareholders are requested to lodge their claims with the Company's RTA, CB Management, immediately and claim their dividend on or before May 20, 2024, failing which would result in the transfer of their dividend and shares into IEPF Account/IEPF Demat Account, as the case may be.
19. **How to claim Dividend / Shares transferred to IEPF:**
- The members who have a claim on the dividends and/or shares transferred to IEPF, may claim the same from the IEPF Authority by submitting an online application in web Form No. IEPF-5 which is available on the website www.iepf.gov.in and sending a duly signed physical copy of the same to the Company, along with requisite documents enumerated in the Form IEPF-5. However, before filing of claim(s) with the Authority, such members/claimants are advised to approach the Company for issue of Entitlement letter along with all the required documents as per the communication issued by IEPF Authority on July 20, 2022.
 - Details of dividends/shares so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: www.iepf.gov.in. Such details are also available on the website of the Company at www.vesuviusindia.in.
20. **Dematerialisation of physical shares:** As mandated by SEBI, securities of the Company can be transferred / traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation.

As per the SEBI mandate, the Company shall issue 'letter of confirmation(s)' in lieu of physical securities certificate(s) while processing shareholders' requests such as, transmission, transposition, subdivision, consolidation, renewal, exchange and change/deletion of names of shareholders. The securities holders/claimants are required to apply for dematerialisation of securities on the basis of the 'letter of confirmation(s)' within a period of 120 days from the date of its issuance.

B. Instructions for Electronic Voting:

1. General Instruction on e-voting:

- In compliance with provisions of Section 108 and all other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (the "Rules") and Regulation 44 of the SEBI LODR, SS-2, and all other notifications/circulars as may be applicable, the Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to all the Members (as on the Cut Off Date) to enable them to cast their votes electronically in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as e-voting at the AGM venue will be provided by NSDL.
- The Notice calling the AGM has been uploaded on the website of the Company at www.vesuviusindia.in and can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com, respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-voting facility) i.e., www.evoting.nsdl.com.
- Members may cast their vote through remote e-voting facility. Members who would have cast their vote by remote e-voting may attend the Meeting in person but shall not be able to vote at the Meeting. Such a member will not be allowed to change or cast vote again.
- The facility of voting through electronic means will also be provided at the venue of the AGM. Members attending the AGM who would have not already cast their vote by remote e-voting shall be able to cast their vote through TAB e-voting.



- e) The Cut Off Date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through TAB e-voting, is Thursday, April 11, 2024. A person who is not a Member as on the Cut Off Date should treat this Notice of AGM for information purpose only.
 - f) Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes members of the Company after the Notice is sent through e-mail and are holding shares as on April 11, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com or the Company/ RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call at 022 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company after sending of the Notice and are holding shares as on the Cut Off Date i.e., April 11, 2024 may follow steps mentioned in the Notice of the AGM under "Step 1: Access to NSDL e-voting system".
 - g) The Board has appointed Mr. Anjay Kumar Roy, Company Secretary in Practice (holding C.P. No.: 4557) as the Scrutiniser (hereinafter referred to as "the Scrutiniser") to scrutinise the remote e-voting and the voting process at the AGM in a fair and transparent manner.
 - h) In pursuance of Section 113 of the Act and Rules framed thereunder, the institutional/ corporate members, entitled to appoint authorised representatives for the purpose of attending the AGM physically, and to voting through remote e-voting or e-voting at the AGM venue, are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Power of Attorney/ appropriate Authorisation Letter authorising their representative to vote on their behalf, to the Scrutiniser through e-mail at akroyco@yahoo.co.in and anjanroy_2003@yahoo.co.in with the subject line "Vesuvius India Limited – 33rd AGM" with a copy marked to the Company's RTA at ranarc@cbmsl.co and NSDL at evoting@nsdl.com. Such members can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "**Upload Board Resolution/ Authority Letter**" displayed under "**e-Voting**" tab in their login on www.evoting.nsdl.com.
 - i) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, Members will need to go through the "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com to reset the password.
 - j) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.
 - k) The results once declared along with the Scrutiniser's Report shall be placed on the Company's website www.vesuviusindia.in and on website of NSDL www.evoting.nsdl.com within two working days of conclusion of the AGM and will also be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.
2. **Instructions for Remote e-voting and e-voting at the AGM venue:** The details of the process and manner for voting electronically are mentioned below:
- The remote e-voting period begins on **Sunday, April 14, 2024 at 9.00 a.m.** and ends on **Wednesday, April 17, 2024 at 5.00 p.m.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e., **April 11, 2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **April 11, 2024**.

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Step 1: Access to NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system

Details on Step 1 are mentioned below:

a) Login method for e-voting for Individual Shareholders holding securities in demat mode:

In terms of SEBI circular dated December 09, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the use can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

b) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held

Notice of 33rd Annual General Meeting (Contd.)

- in physical form. The pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-voting will open.
- Select "EVEN" of Vesuvius India Limited to cast your vote during the remote e-voting period or at the venue of the Annual General Meeting.
 - EVEN for Vesuvius India Limited is 128175.
 - Now you are ready for e-voting as the Voting page opens.
 - Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) and by submitting duly filled and signed Form ISR-1 with the CB Management at ranarc@cbmsl.co.
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to vesuviusindia@vesuvius.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 A) Login method**

Details on Step 2 are mentioned below:

To cast your vote electronically on NSDL e-voting system:

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.



for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

- c) Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

C. Other Information:

1. The Scrutiniser shall after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall, within a period not exceeding two working days from the conclusion of the AGM, make a report of the votes cast in favour or against, to the Chairman of the Company or in his absence to the person duly authorised by him in writing, who shall then declare results of the e-voting.

2. The results of the e-voting declared along with Scrutiniser's Report shall be placed on the website of the Company, www.vesuviusindia.in, and on the website of NSDL, www.nsdl.com immediately after declaration of the results. The results shall also be simultaneously communicated to the Stock Exchanges and displayed on the Notice Board of the Company at the registered office of the Company.
3. The resolutions, if passed, shall be deemed to be passed on the date of the Annual General Meeting.

By order of the Board of Directors
Vesuvius India Limited

Place: Kolkata
 Date: February 09, 2024

Registered Office:
 P-104, Taratala Road,
 Kolkata 700088

Saheb Ali
 Company Secretary and
 Compliance Officer
 Membership No. A33361

Notice of 33rd Annual General Meeting (Contd.)

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (AS AMENDED) READ TOGETHER WITH REGULATION 17(11) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (AS AMENDED)

The following Statement sets out all material facts and recommendation of the Board of Directors of the Company relating to the Special Business set out in item no. 4 to 6 of the accompanying Notice dated February 09, 2024:-

Item No 4: Continuation of Mr. Patrick Georges Felix Andre (DIN: 07619754) as a Non-Executive Non-Independent Director (not liable to retire by rotation) for a further period of five years commencing from April 01, 2024

The Securities and Exchange Board of India (SEBI) has brought in various amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”) in 2023, inter-alia, insertion of Regulation 17(1D), which states that:

“With effect from April 01, 2024, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be.

Provided that the continuation of the director serving on the board of directors of a listed entity as on March 31, 2024, without the approval of the shareholders for the last five years or more shall be subject to the approval of shareholders in the first general meeting to be held after March 31, 2024.”

The Members of the Company may be aware that Mr. Andre was appointed as a director, not liable to retire by rotation, without any definite tenure at the 27th Annual General Meeting of the Company held on April 10, 2018.

Since, Mr. Andre has been serving on the Board of the Company for more than five years without having shareholders’ approval post April 10, 2018, the Nomination and Remuneration Committee and the Board of Director recommend the continuation of Mr. Andre as a director, not liable to retire by rotation, for a further period of five years commencing from April 01, 2024, in order to comply with the amended provisions of the SEBI LODR. Mr. Andre does not hold directorship in any other company in India. However, Mr. Andre is a Director of three foreign companies. He does not hold any shares in the Company. He is not related to any Director or Key Managerial Personnel of the Company or their relatives. A brief profile of Mr. Andre is provided in the Annexure to this Notice for information of the Shareholders.

Accordingly, the Board of Directors recommends for approval of the Members of the Company, the continuation of Mr. Andre as a director, not liable to retire by rotation, for a further period of five years commencing from April 01, 2024.

Except Mr. Andre, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

Item No 5: Approval for payment of remuneration to Non-Executive Directors of the Company

The Members of the Company had previously approved payment of commission not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of the Act, to be distributed amongst the Non-Executive Directors. The Non-Executive Directors of the Company are continuously and significantly contributing to the growth of the Company with their professional expertise, rich and wide experience. Further the responsibilities of the directors have also been increased with various amendments in the Companies Act and the SEBI LODR and other rules and regulations. Further, as per the amendments made in the Schedule V to the Act, if a company has no profits or its profits are inadequate, such company may pay remuneration to non-executive directors also within the limits as set out in the said Schedule.

Therefore, the Board of Directors proposes that the commission paid or proposed to be paid to the Non-Executive Directors of the Company, in any financial year, should not exceed 1% of the net profits of the Company, in aggregate, plus applicable taxes and in case of no profits or its profits are inadequate in any financial year, the non-executive directors be paid remuneration for such financial year in compliance with the requirements of Schedule V to the Act.

Mr. Biswadip Gupta, an Independent Director and his relatives hold 3749 and 6464 Equity Shares, respectively, in the Equity Share Capital of the Company. Other Independent



Directors and their relatives do not hold any share in the Equity Share of the Company. All the Independent Directors are deemed to be interest or concerned in the resolution as set out at Item No. 5 of the Notice.

Save as above, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No 6: Ratification of remuneration of Cost Auditors

The Board of Directors on the recommendation of the Audit Committee, at their meeting held on February 09, 2024 has appointed M/s Jithendra & Company, Cost Accountants (Membership no. 36220), of Visakhapatnam (Firm registration no. 103347) as Cost Auditors of the Company for the financial year ending on December 31, 2024. The remuneration of the Cost Auditors has been fixed at ₹ 1,20,000/- plus GST, if applicable, and reimbursement of out of pocket expenses at actuals.

Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 require that the remuneration of the Cost Auditor should be ratified subsequently by the Members of the Company and hence appended resolution,

as set out in Item No. 6 of the Notice, is being proposed to be passed by the Members of the Company.

The consent letter of M/s Jithendra & Company, Cost Accountants, will be available for inspection of Members at the Registered Office of the Company between 12.00 p.m. and 2.00 p.m. on all working days up to and including the date of the Annual General Meeting.

The Board of Directors recommends the resolution be passed for ratification of remuneration to be paid to the Cost Auditor of the Company for financial year ending on December 31, 2024.

None of Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of the accompanying Notice.

By order of the Board of Directors
Vesuvius India Limited

Place: Kolkata
Date: February 09, 2024

Registered Office:
P-104, Taratala Road,
Kolkata 700088

Saheb Ali
Company Secretary and
Compliance Officer
Membership No. A33361

Notice of 33rd Annual General Meeting (Contd.)

Annexure to the Notice

As per the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, a statement containing the requisite details of the concerned Director is given below:

Name	Mr. Pascal Herve Martin Marie Genest (aged: 58 years)	Mr. Patrick Georges Felix Andre (aged: 58 years)
DIN	09473571	07619754
Profile	Mr. Pascal Genest was appointed as President-Flow Control, of Vesuvius plc., the ultimate holding company, in January 2021 and became a member of the Vesuvius Group Executive Committee. Mr Genest's experience spans across various international leadership roles in different sectors, including more than 17 years' experience in the steel industry, mainly with Arcelor Mittal and, most recently, with GFG Alliance where he held the position of CEO Liberty Ostrva in Czech Republic, and earlier CEO of SULB in Bahrain. Mr. Genest is a French citizen.	Mr. Patrick André was appointed Chief Executive of Vesuvius plc. on September 01, 2017. He joined the Group as President of the Flow Control Business Unit in February 2016. Prior to joining Vesuvius, he had a long career serving the steel industry, most recently with L'hoist Company; the world leader in lime production, where he held the positions of Executive Vice President Strategic Growth, CEO Europe and CEO for Asia, CIS and Africa. Prior to this, he worked at the ERAMET Group, a global manufacturer of nickel and special alloys, where he was CEO of the Nickel division then CEO of the Manganese division. Mr. Andre is a French citizen.
Qualification	M. Sc. in Civil Engineering and MBA	Engineering
Experience and Expertise in specific functional area	More than 17 years' experience in the steel industry.	Extensive experience in steel industry with international organisations.
Directorships and Membership / Chairmanship of other Boards of the companies in India	NIL	NIL
No. of shares held in the Company	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None

Place: Kolkata
Date: February 09, 2024

Registered Office:
P-104, Taratala Road, Kolkata 700088

By order of the Board of Directors
Vesuvius India Limited

Saheb Ali
Company Secretary and Compliance Officer
Membership No. A33361

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The web-links given herein form part of the Annual Report 2023.

Information	Weblink
Annual Report for the FY 2023	https://vesuviusindia.in/#/annualreportandaccounts
Notice of 33 rd Annual General Meeting	https://vesuviusindia.in/#/annualgeneralmeeting
Draft Annual Return of the Company for the FY 2023	https://vesuviusindia.in/#/annualreturns
Forms for updating PAN, KYC, Nomination, etc.	https://vesuviusindia.in/#/downloadforms
Details of Unclaimed Dividend	https://vesuviusindia.in/#/dividendhistory
Details of Unclaimed Dividend/ Shares to be transferred to IEPF	https://vesuviusindia.in/#/dividendhistory
Remuneration Policy	https://vesuviusindia.in/#/policiesanddisclosures
Corporate Social Responsibility Policy	https://vesuviusindia.in/#/policiesanddisclosures
CSR Projects	https://vesuviusindia.in/#/csrprojects
CSR Committee	https://vesuviusindia.in/#/boardcommittee
Terms and conditions of Independent Director	https://vesuviusindia.in/#/policiesanddisclosures
Related Party Transactions Policy	https://vesuviusindia.in/#/policiesanddisclosures
Speak Up and Incident Reporting (Whistle Blowing) Policy	https://vesuviusindia.in/#/policiesanddisclosures
Dividend Distribution Policy	https://vesuviusindia.in/#/policiesanddisclosures
Policy on Preservation of Documents	https://vesuviusindia.in/#/policiesanddisclosures
Anti-Bribery and Corruption Policy	https://vesuviusindia.in/#/policiesanddisclosures
Risk Management Policy	https://vesuviusindia.in/#/policiesanddisclosures
Insider Trading Code	https://vesuviusindia.in/#/policiesanddisclosures
Insider Trading Code for Fair Disclosure	https://vesuviusindia.in/#/policiesanddisclosures
Code of Conduct	https://vesuviusindia.in/#/policiesanddisclosures
Policy for Determination of Materiality of Events	https://vesuviusindia.in/#/policiesanddisclosures
Business Responsibility and Sustainability Reporting Policies	https://vesuviusindia.in/#/policiesanddisclosures



Vesuvius India Limited

Registered Office

P-104 Taratala Road, Kolkata 700 088

Tel: (033) 6109 0500

Fax: (033) 2401 3976

Email: vesuviusindia@vesuvius.com

Website: www.vesuviusindia.in

CIN: L26933WB1991PLC052968

ISIN No: INE386A01015

LEI No: 335800H1T1GO1JY1VF55



VESUVIUS INDIA LIMITED

CIN: L26933WB1991PLC052968

Registered Office: P-104, Taratala Road, Kolkata 700088

Tel: +91 33 61090500 Fax: +91 33 24013976

Email: vesuviushindia@vesuvius.com, Website: www.vesuviushindia.in

Attendance Slip

RegFolio No./DP ID & Client ID

Name and Address of the Shareholder(s)

No. of Shares held

Name of the Member/Proxy attending the meeting

I/We hereby record my/our presence at the 33rd Annual General Meeting of the Company held on Thursday, April 18, 2024, at 10:00 A.M. (IST), at G. D. Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019 and at any adjournment thereof.

Signature of the Shareholder(s)

Signature of Proxy

Notes:

- Members/Proxy Holders are requested to bring this slip with them when they come to the Meeting and hand it over at the entrance of the Meeting Hall. The Proxy Holder shall prove his/her identity at the time of attending the meeting. Proxies are requested to carry a photo identity to the AGM Hall.
- Shareholder/Proxy Holder is requested to bring their copies of the Annual Report and Accounts with them to the Meeting.
- The Company is providing e-voting facility for the Resolutions contained in the Notice convening the 33rd Annual General Meeting. The procedure for e-voting has been mentioned in the said Notice. Your User ID and Password for e-voting purposes are given below:

EVEN (E-voting Event Number)	USER ID	PASSWORD
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- Remote e-voting facility is available during the following voting period:

Commencement of remote e-voting	End of Remote e-voting
April 14, 2024 from 9.00 a.m.	April 17, 2024 till 5.00 p.m.

- e-voting facility will be provided at the AGM venue to eligible Members who have not cast their votes through remote e-voting and who attend the AGM.



VESUVIUS INDIA LIMITED

CIN: L26933WB1991PLC052968

Registered Office: P-104, Taratala Road, Kolkata 700088

Tel: +91 33 61090500 Fax: +91 33 24013976

Email: vesuviusindia@vesuvius.com, Website: www.vesuviusindia.in

Proxy Form [Mgt-11]

Name of the Member(s)
Registered address
E-mail Id:
Folio No./DP ID & Client ID

I/We, being the Member(s) of shares of the above named Company hereby appoint

Name	:	
Address	:	
E-mail Id:	:	
Signature	:	or failing him
Name	:	
Address	:	
E-mail Id:	:	
Signature	:	or failing him
Name	:	
Address	:	
E-mail Id:	:	
Signature	:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, April 18, 2024, at 10:00 A.M. (IST), at G. D. Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no. and description		Optional (✓)	
Ordinary Business – Ordinary Resolution		For	Against
1	Adoption of Audited Financial Statements for the year ended on 31.12.2023		
2	Declaration of Dividend for the year ended on 31.12.2023		
3	Re-appointment of Mr. Pascal Genest (DIN: 09473571) as a Director of the Company, who retires by rotation and being eligible, offers himself for reappointment.		
Special Business – Ordinary Resolution			
4	Approval for continuation of Mr. Patrick Andre (DIN: 07619754) as a Director (not liable to retire by rotation) for a further period of five years commencing from April 01, 2024		
5	Approval for payment of remuneration to Non-Executive Directors		
6	Ratification of remuneration of Cost Auditors M/s Jithendra Kumar & Co, Cost Accountants, for the financial year ending December 31, 2024		

Signed this day of 2024

Signature of Shareholder(s)

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.