

## Integrated Governance

### VESUVIUS INDIA LIMITED

#### General information about company

Scrip code	520113
NSE Symbol	VESUVIUS
MSEI Symbol	NOTLISTED
ISIN	INE386A01015
Date of start of financial year	01-01-2024
Date of end of financial year	31-12-2024
Reporting Quarter Type	Yearly
Date of Quarter Ending	31-12-2024
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false During the quarter ended December 31, 2024 the Company has not acquired shares or voting rights in any unlisted company, aggregating to 5% or any subsequent change in holding exceeding 2% in terms of the provisions of Para A(1) of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false During the quarter ended December 31, 2024, no fine or penalty was imposed.
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	false During the quarter ended December 31, 2024, there were no tax litigations or disputes in terms of the provisions of Para B(8) of Part A of Schedule III SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	false During the half year ended December 31, 2024, Vesuvius India Limited (the Company) has neither advanced any loan or any form of debt directly or indirectly to Promoter, Promoter Group, Directors, KMPs or any other entity controlled by them nor provided any guarantee or comfort letter or any security in connection with any loan or any form of debt availed by them. Therefore, this disclosure is not applicable to the Company.
Risk management committee	true
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities
Is SCORE ID Available ?	true
SCORE Registration ID	v00073
Reason For No SCORE ID	
Type of Submission	Original
Remarks (website dissemination)	

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																								
Whether the listed entity has a Regular Chairperson						true																		
Whether Chairperson is related to MD or CEO						false	Disqualification of Directors under section 164 of the Companies Act, 2013																	
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Biswadip Gupta	00048258	Non-Executive - Independent Director	Chairperson		false				Active	NA		07-05-2015	25-09-2020		111	2	2	3	3			
2	Mr	Patrick Georges Felix Andre	07619754	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		08-08-2016				1	0	0	0			
3	Ms	Nayantara Palchoudhuri	00581440	Non-Executive - Independent Director	Not Applicable		false				Active	NA		27-03-2015	25-09-2020		111	6	6	8	0			
4	Mr	Sudipto Sarkar	00048279	Non-Executive - Non Independent Director	Not Applicable		false				Active	Yes	07-06-2024	29-04-2014				2	2	4	0			
5	Mr	Henry James Knowles	08751453	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		03-06-2020				1	0	1	0		Textual Information(1)	
6	Mr	Nitin Jain	07934566	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		16-03-2021				1	0	1	0			
7	Mr	Pascal Herve Martin Marie Genest	09473571	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		24-02-2022				1	0	1	0		Textual Information(2)	
8	Mr	Sunil Kumar Chaturvedi	02183147	Non-Executive - Independent Director	Not Applicable		false				Active	NA		29-04-2024	29-04-2024		8	2	1	3	0			
9	Mr	Mohinder Pradip Singh Rajput	10608199	Executive Director	Not Applicable	MD	false				Active	NA		01-07-2024				1	0	1	0			

**Text Block**

Textual Information(1)	Director is a Foregin National and not entitled for any remuneration or setting fee hence Indian PAN was not requiried.
Textual Information(2)	Director is a Foregin National and not entiled for any remnueration or sitting fee hence Indian PAN was not required.

**Annexure I****II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

**Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00048258	Biswadip Gupta	Non-Executive - Independent Director	Chairperson	24-10-2000		
2	09473571	Pascal Herve Martin Marie Genest	Non-Executive - Non Independent Director	Member	01-12-2022		
3	00581440	Nayantara Palchoudhuri	Non-Executive - Independent Director	Member	27-03-2015		
4	02183147	Sunil Kumar Chaturvedi	Non-Executive - Independent Director	Member	29-04-2024		

**Nomination and remuneration committee**

Whether the Nomination and remuneration committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00581440	Nayantara Palchoudhuri	Non-Executive - Independent Director	Chairperson	27-03-2015		
2	00048258	Biswadip Gupta	Non-Executive - Independent Director	Member	29-04-2014		
3	07619754	Patrick Georges Felix Andre	Non-Executive - Non Independent Director	Member	03-06-2020		
4	02183147	Sunil Kumar Chaturvedi	Non-Executive - Independent Director	Member	29-04-2024		

**Stakeholders Relationship Committee**

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00048258	Biswadip Gupta	Non-Executive - Independent Director	Chairperson	29-04-2014		
2	10608199	Mohinder Pradip Singh Rajput	Executive Director	Member	01-07-2024		
3	08751453	Henry James Knowles	Non-Executive - Non Independent Director	Member	03-06-2020		
4	00048279	Sudipto Sarkar	Non-Executive - Non Independent Director	Member	29-04-2014		
5	00581440	Nayantara Palchoudhuri	Non-Executive - Independent Director	Member	27-03-2015		
6	02183147	Sunil Kumar Chaturvedi	Non-Executive - Independent Director	Member	29-04-2024		
7	07934566	Nitin Jain	Non-Executive - Non Independent Director	Member	16-03-2021		

**Risk Management Committee**

Whether the Risk Management Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00048258	Biswadip Gupta	Non-Executive - Independent Director	Chairperson	25-04-2019		
2	07934566	Nitin Jain	Non-Executive - Non Independent Director	Member	16-03-2021		
3	09473571	Pascal Herve Martin Marie Genest	Non-Executive - Non Independent Director	Member	06-05-2022		
4	00048279	Sudipto Sarkar	Non-Executive - Non Independent Director	Member	25-04-2019		
5	00581440	Nayantara Palchoudhuri	Non-Executive - Independent Director	Member	25-04-2019		
6	02183147	Sunil Kumar Chaturvedi	Non-Executive - Independent Director	Member	29-04-2024		
7	10608199	Mohinder Pradip Singh Rajput	Executive Director	Member	01-07-2024		
8	07046994	Subrata Roy	Chief Operating Officer	Member	25-04-2019		Textual Information(1)
9	99999999	Rohit Baheti	Chief Financial Officer	Member	27-02-2023		Textual Information(2)
10	99999999	Kartikaye Krishna	Legal Director	Member	27-07-2023		Textual Information(3)



**Text Block**

Textual Information(1)	Member is not a Director as per the provision of the Companies Act and the SEBI LODR
Textual Information(2)	Member is not a Director as per the provision of the Companies Act and the SEBI LODR
Textual Information(3)	Member is not a Director as per the provision of the Companies Act and the SEBI LODR

**Corporate Social Responsibility Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00048258	Biswadip Gupta	Non-Executive - Independent Director	Chairperson	29-04-2014		
2	08751453	Henry James Knowles	Non-Executive - Non Independent Director	Member	03-06-2020		
3	00048279	Sudipto Sarkar	Non-Executive - Non Independent Director	Member	29-04-2014		
4	00581440	Nayantara Palchoudhuri	Non-Executive - Independent Director	Member	27-03-2015		
5	02183147	Sunil Kumar Chaturvedi	Non-Executive - Independent Director	Member	29-04-2024		
6	07934566	Nitin Jain	Non-Executive - Non Independent Director	Member	16-03-2021		
7	10608199	Mohinder Pradip Singh Rajput	Executive Director	Member	01-07-2024		

**Annexure I****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	25-07-2024			true	9	9	3
2	28-10-2024	94		true	9	8	3

**Annexure I****IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	25-07-2024				true	4	4	3	0
2	Audit Committee	28-10-2024	94			true	4	3	3	0
3	Nomination and remuneration committee	28-10-2024				true	4	4	3	0
4	Risk Management Committee	25-07-2024				true	7	7	3	3
5	Risk Management Committee	28-10-2024	94			true	7	6	3	2
6	Corporate Social Responsibility Committee	28-10-2024				true	7	7	3	0

**Annexure I****V. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

**Annexure I**

Sr	Subject	Compliance status
1	Name of signatory	Saheb Ali
2	Designation	Company Secretary and Compliance Officer

**Details of Cyber security incidence**

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

## Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I.Disclosure on website in terms of LODR Regulation				
Sr	Item	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.	Web address
1.1	Details of business	Yes		<a href="https://vesuviusindia.in/#/dashboard">https://vesuviusindia.in/#/dashboard</a>
1.2	Memorandum of Association and Articles of Association	Yes		<a href="https://vesuviusindia.in/assets/docs/VIL%20-%20COI%20MOA%20and%20AOA.pdf">https://vesuviusindia.in/assets/docs/VIL%20-%20COI%20MOA%20and%20AOA.pdf</a>
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		<a href="https://vesuviusindia.in/#/boardofdirectors">https://vesuviusindia.in/#/boardofdirectors</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://vesuviusindia.in/#/policiesanddisclosures">https://vesuviusindia.in/#/policiesanddisclosures</a>
3	Composition of various committees of board of directors	Yes		<a href="https://vesuviusindia.in/#/boardcommittee">https://vesuviusindia.in/#/boardcommittee</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://vesuviusindia.in/#/codeofconduct">https://vesuviusindia.in/#/codeofconduct</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://vesuviusindia.in/#/policiesanddisclosures">https://vesuviusindia.in/#/policiesanddisclosures</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://vesuviusindia.in/#/policiesanddisclosures">https://vesuviusindia.in/#/policiesanddisclosures</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://vesuviusindia.in/#/policiesanddisclosures">https://vesuviusindia.in/#/policiesanddisclosures</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://vesuviusindia.in/assets/docs/Familiarisation_Programme.pdf">https://vesuviusindia.in/assets/docs/Familiarisation_Programme.pdf</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="https://vesuviusindia.in/#/registrarservices">https://vesuviusindia.in/#/registrarservices</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://vesuviusindia.in/#/companysecretarycomplianceofficer">https://vesuviusindia.in/#/companysecretarycomplianceofficer</a>
12	Financial results	Yes		<a href="https://vesuviusindia.in/#/quarterlyfinancialresults">https://vesuviusindia.in/#/quarterlyfinancialresults</a>
13	Shareholding pattern	Yes		<a href="https://vesuviusindia.in/#/shareholdingpatterns">https://vesuviusindia.in/#/shareholdingpatterns</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Yes		<a href="https://vesuviusindia.in/#/investormeet">https://vesuviusindia.in/#/investormeet</a>
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://vesuviusindia.in/#/annualgeneralmeeting">https://vesuviusindia.in/#/annualgeneralmeeting</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		<a href="https://vesuviusindia.in/#/secretarialreport">https://vesuviusindia.in/#/secretarialreport</a>
21	Materiality Policy as per Regulation 30 (4)	Yes		<a href="https://vesuviusindia.in/#/policiesanddisclosures">https://vesuviusindia.in/#/policiesanddisclosures</a>
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		<a href="https://vesuviusindia.in/assets/docs/Annexure_C.pdf">https://vesuviusindia.in/assets/docs/Annexure_C.pdf</a>
23	Disclosures under regulation 30(8)	Yes		<a href="https://vesuviusindia.in/#/sebi">https://vesuviusindia.in/#/sebi</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		<a href="https://vesuviusindia.in/#/policiesanddisclosures">https://vesuviusindia.in/#/policiesanddisclosures</a>
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes		<a href="https://vesuviusindia.in/#/annualreturns">https://vesuviusindia.in/#/annualreturns</a>
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA		
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		<a href="https://vesuviusindia.in/#/sebi">https://vesuviusindia.in/#/sebi</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		<a href="https://vesuviusindia.in/#/sebi">https://vesuviusindia.in/#/sebi</a>
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			



## Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	NA	
Any other information to be provided				

**Annexure II**

1	Name of signatory	Saheb Ali
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

**Annexure II**

1	Name of signatory	Saheb Ali
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	Saheb Ali
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	14-02-2025

**Investor Grievance Details**

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	4
No. of investor complaints disposed off during the Quarter	4
No. of investor complaints those remaining unresolved at the end of the Quarter	0