INSIDER TRADING FAIR DISCLOSURE CODE

of

VESUVIUS INDIA LIMITED

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(Approved on May 7, 2015 and revised on November 4,.2019)

VESUVIUS INDIA LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION
[As per Schedule A and Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015]

VESUVIUS INDIA LIMITED (the **"Company"**) hereby formulates this **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information** (hereinafter referred to as "**Disclosure Code**") as required under the **Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015** as amended from time to time **(**hereinafter referred to as the **"Regulations")** and is effective from **1st April, 2019** and replaces the earlier Disclosure Code which was effective for the period from 15th May, 2015 till 31st March, 2019**.**

This Disclosure Code is applicable to and shall be strictly followed by all Directors, Key Managerial Personnel, employees of the Company and other persons to be determined by the Compliance Officer and their immediate relatives who are hereby defined as "**designated persons**" and by all other persons defined as " Insider" under the Regulations.

The definition of terms mentioned in the Regulations, as may be amended from time to time, are applicable to this Disclosure Code and are intentionally not repeated in this Disclosure Code.

~~1.~~ Chief Investor Relations Officer

The Company Secretary of the Company is designated the Chief Investor Relations Officer under regulation 8 read with Schedule A of the Regulations . The Company Secretary is also designated the Compliance Officer under this Disclosure Code and the Regulations as well as under regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company Secretary will deal with dissemination and disclosure of Unpublished Price Sensitive Information. In determining the information, the nature and timing of disclosure, the Company Secretary will obtain approval from the Managing Director before such dissemination and disclosure is made.

2. The Company's obligations under the Disclosure Code

The Company has an obligation to

a) disclose Unpublished Price Sensitive Information in order to keep the market properly informed;

b) ensure that, until it is disclosed, Unpublished Price Sensitive Information is kept confidential; and

c) ensure that all information disclosed to the market is accurate and not misleading.

3. Obligation to promptly disclose Unpublished Price Sensitive Information

The Company is obliged to make a prompt public disclosure of all Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available. This is a very important principle, which is fundamental to the fair and efficient operation of the market in the Company's securities.

The disclosure obligation requires that:

a) inside information must be properly identified;

b) the Company must establish effective arrangements to deny access to Unpublished Price Sensitive Information to persons other than those who require it for the exercise of their functions within the Company;

c) Unpublished Price Sensitive Information can only be passed on outside the Company if there is a proper reason, and the person receiving the information owes a duty of confidentiality;

d) if Unpublished Price Sensitive Information has been improperly passed on, the Company may have to make an immediate announcement to the market;

e) in some circumstances, the Company may need to make a holding announcement pending fuller disclosure to the market; and

f) all announcements of Unpublished Price Sensitive Information made by the Company will be posted on the Company's website by the close of the following business day and retained there for at least two months.

4 Delaying disclosure of Unpublished Price Sensitive Information

As indicated above, where Unpublished Price Sensitive Information exists it must be announced to the market as soon as possible. However, a delay may be permitted if the following criteria can be satisfied:

a) The Company has legitimate interests that would be prejudiced by disclosure;

b) The market would not be misled by the non-disclosure; and

c) The Company can ensure that the information is kept confidential until disclosure is made.

5 Accurate disclosure

The Company must take all reasonable care to ensure that all information disclosed to the market is not misleading, false or deceptive and does not omit anything likely to affect the import of the information.

This means taking all due care to ensure that the appropriate information is made available to the market, whether in the Company's annual report, other regular reports, or in one-off announcements, and that public announcements are reviewed carefully to ensure that they do not inadvertently mislead.

6 Dealing with rumours and press speculation

There may be an obligation to make an announcement if there is rumour or press speculation within the market. The Company may make a disclosure if the rumour amounts to Unpublished Price Sensitive Information.

If the rumour is largely accurate and the underlying information is Unpublished Price Sensitive Information then it is unlikely that the Company could delay disclosure as it can no longer ensure confidentiality of the Unpublished Price Sensitive Information. In such circumstances, the Company should disclose the Unpublished Price Sensitive Information to the Stock Exchanges where the Company's securities are listed as soon as possible.

7 Insider lists

The Regulations requires companies and their advisers to keep lists of insiders. These are lists of persons with regular access to Unpublished Price Sensitive Information, or who may have access to Unpublished Price Sensitive Information at a particular time. Such lists help control, monitor and regulate who has Unpublished Price Sensitive Information.

The list must contain

a) the name of each person within the Company with access to Unpublished Price Sensitive Information;

b) the name of the principal contact(s) as external advisers or contractors who have access to Unpublished Price Sensitive Information;

c) the reason why the relevant person is on the list; and

d) other details to enable identification of the person, the reason for disclosures etc as may be required under the Regulations,

and must be updated whenever a new person becomes an insider or someone ceases to be an insider.

Such lists will be prepared, updated and maintained, in electronic mode where applicable, by the Company Secretary. Lists of designated persons, insiders and legitimate purposes will also be maintained by the Company Secretary.

8. Keeping information confidential

It is a fundamental principle that each insider should keep confidential any information that is confidential to the Company. However, the Regulations impose extra obligations.

a) If any insider has Unpublished Price Sensitive Information as an insider, he must not disclose that information except in the proper course of his employment, profession, legitimate purposes or legitimate duties.

b) He must take appropriate precautions to ensure the confidentiality of the information,

c) If he improperly discloses inside information he could be committing market abuse.

9. Proper reporting of information

If any person comes across information which he believes may be Unpublished Price Sensitive Information, and if he believes that this information is neither known by any member of the Company's Board of Directors nor by the Company Secretary nor the Chief Financial Officer, it is obligatory on his part to inform the Chairman or the Managing Director or the Company Secretary of the information as soon as possible. This is because a decision will need to be taken as to whether the Company is under an obligation to announce the Unpublished Price Sensitive Information in compliance with the Regulations.

10. Dealing in securities

There are restrictions on dealings in securities of the Company :

a) The Companies Act, 2013 and the Regulations prohibit dealing on the basis of inside information. These laws carry penalties which can include a prison sentence, disgorgement etc.

b) The Company's Code of Conduct to Regulate, Monitor and Report Trading of the Company's Securities by Insiders has to be complied with.

c) The Companies Act, 2013, the Regulations and the Company's Insider Trading Code apply to dealings in shares or other securities of the Company or in other investments related to those securities such as options, derivatives etc.

d) Directors, employees, designated persons and insiders will not deal in the Company's shares, options or other securities at a time when they may have, or be perceived as having, Unpublished Price Sensitive Information.

e) Directors, employees, designated persons and insiders will not deal in the Company's shares, options or other securities when the Trading Window is closed regardless whether they have Unpublished Price Sensitive Information or not, except in the instances mentioned in the Insider Trading Code.

11 Unacceptable behaviour

It is an unacceptable behaviour and also market abuse to:

a) disseminate information or otherwise behave in a way which gives, or is likely to give, a false or misleading impression regarding the price, value, supply of or demand for an investment; or
b) behave in a way that is likely to distort the market in a security or
c) encourage another person to engage in any insider trading activity.

Note : This Code has been approved by the Board of Directors at their meeting held on May 7, 2015 and amended on November 4, 2019