



February 22, 2023

To,

BSE Limited
The Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001
Scrip Code : 520113

National Stock Exchange of India Ltd
Listing Department, Exchange Plaza,
5th Floor, Plot No C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051
Scrip Code : VESUVIUS

Dear Sirs/Madam,

Submission of Annual Secretarial Compliance Report
for the Financial Year ended December 31, 2022

Pursuant to Regulation 24A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, we hereby enclose the Annual Secretarial Compliance Report of our Company for the Financial Year ended on December 31, 2022, issued and signed by Mr Anjan Kumar Roy of M/s Anjan Kumar Roy & Co, Practicing Company Secretaries.

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

Thanking you,

Yours faithfully,

For **Vesuvius India Limited**



Vikram Singh

Company Secretary & Compliance Officer

Membership No.: A16381

Encl.: Copy of the Report received from M/s Anjan Kumar Roy & Co.

ANJAN KUMAR ROY & CO
COMPANY SECRETARIES
A Peer Reviewed Firm

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

UDIN: F005684D003170384

ANNUAL SECRETARIAL COMPLIANCE REPORT
OF
VESUVIUS INDIA LIMITED

FOR THE FINANCIAL YEAR ENDED ON December 31, 2022

[Pursuant to Regulation 24A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended read with Circular No. CIR/CFD/CMD1/27/2019, dated 08/02/2019, issued by Securities and Exchange Board of India]

1. We, Anjan Kumar Roy & Co, Company Secretaries, have examined:
 - (a) All the documents and records made available to us and explanation provided by **M/s. Vesuvius India Limited** (here in after to be referred as **"the listed entity"**),
 - (b) The filings/ submissions made by the listed entity to the stock exchanges,
 - (c) Website of the listed entity,
 - (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the financial year ended on December 31, 2022 (here in after to be referred as **"Period under review"**) in respect of compliance with the provisions of:
 - (a) The Securities and Exchange Board of India Act, 1992 (**"SEBI Act"**) and the Regulations, circulars, and guidelines issued thereunder; and
 - (b) The Securities Contracts (Regulation) Act, 1956 (**"SCRA"**), rules made thereunder and the Regulations, circulars, and the guidelines issued thereunder by the Securities and Exchange Board of India (**"SEBI"**);
2. The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been Examined, include:-
 - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - Not Applicable during the Period under review
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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(d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; - Not Applicable during the Period under Review.

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - Not Applicable during the Period under Review.

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not Applicable during the Period under Review.

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - Not Applicable during the Period under Review.

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;

And based on the above examination, we hereby report that during the Period under Review.

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

1.	2.	3.	4.
Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	No Non- Compliance	No Deviation	N.A.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The following are the details of the actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



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Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	N.A.	NIL	N.A.	N.A.

d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st December, 2022	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NIL	NIL	N.A.	N.A.

3. This is to also certify that the listed entity has ensured, through the letter of appointment of the Statutory Auditors of the listed entity that the conditions as mentioned in 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by SEBI is included in the terms of appointment of the statutory auditor.

FOR, ANJAN KUMAR ROY & CO.

Company Secretaries



ANJAN KUMAR ROY

Proprietor

FCS No. 5684

CP. No. 4557

UDIN: F005684D003170384

Peer Review Certificate No.: 869/2020



Place :Kolkata

Date :February 20, 2023

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