



SEC/SEBI/33

February 27, 2019

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001

Stock Code : 520113

The Manager
Listing Department
National Stock Exchange of India Limited **Stock Code : VESUVIUS**
Exchange Plaza, 5th floor
Plot No C/1, G Block
Bandra-Kurla Complex, Bandra (E), Mumbai 400 051

Dear Sir

ISIN No : INE 386A01015
Regulation 24A – Annual Secretarial Compliance Report

Pursuant to Regulations 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI-LODR”), we hereby submit the Annual Secretarial Compliance Report dated February 27, 2019 in respect of our Company for the financial year ended on December 31, 2018 which has been issued and signed by Mr Anjan Kumar Roy, FCS, of Anjan Kumar Roy & Co, Practicing Company Secretaries, who is the Secretarial Auditor of our Company.

The Financial year of our Company ended on December 31, 2018.

Yours faithfully
Vesuvius India Limited


Vikram Singh
Company Secretary

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

SECRETARIAL COMPLIANCE REPORT

OF

VESUVIUS INDIA LIMITED

FOR THE FINANCIAL YEAR ENDED ON 31st December, 2018

[Pursuant to Circular No. CIR/CFD/CMDI/27/2019, dated 08/02/2019, issued by Securities and Exchange Board of India]

To,
The Members,
M/s. Vesuvius India Limited
P-104, Taratala Road,
Kolkata – 700 088

1. We have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. Vesuvius India Limited ("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 year ended on 31st December, 2018 in respect of compliance with the provisions of :
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, 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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - N/A

Office Address : GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700 026. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 2475 0112. Hand Held Nos.
9830201949/9831891949.



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(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - N/A

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - N/A

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - N/A

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

and based on the above examination, We hereby report that, during the Review Period:

- 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
1.	Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;	Not Applicable	The regulation mentioned in the column no. 2 is not applicable to the company.
2.	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014	Not Applicable	The regulation mentioned in the column no. 2 is not applicable to the company.
3	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008	Not Applicable	The regulation mentioned in the column no. 2 is not applicable to the company.
4.	Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;	Not Applicable	The regulation mentioned in the column no. 2 is not applicable to the company.

- 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.

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- c) The following are the details of 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:

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	N/A	N/A	N/A

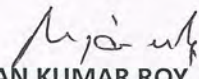
- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	N/A	N/A	N/A	N/A

Place : Kolkata
Date : 27/02/2019



For, ANJAN KUMAR ROY & CO.
Company Secretaries


ANJAN KUMAR ROY
Proprietor
FCS No. 5684
CP. No. 4557