VESUVIUS

SEC/SEBI/230

September 1, 2016

BSE Ltd
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001 **Scrip code : 520113**

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

Dear Sirs,

Revised Code of Conduct

The revised Code of Conduct of the Company which was approved by the Board of Directors at their meeting held on August 8, 2016 and which has been published on the Company's website is attached.

Yours faithfully
Vesuvius India Limited

Taposh Roy
Company Secretary

Enclo :

Code of Conduct

VESUVIUS

Message from the Chief Executive

The Code emphasises our commitment to ethics and compliance

Dear Colleagues

The Vesuvius Code of Conduct sets out Vesuvius' values and the standards of conduct expected of everyone, without exception, who works for Vesuvius in any of its worldwide operations.

The Code emphasises our commitment to ethics and compliance with the law, and sets out required standards of legal and ethical behaviour in the conduct of our business. Everyone within Vesuvius is individually accountable for upholding its requirements. Lasting business success 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.

We must always conduct our business affairs in a manner consistent with the Code's principles. In many cases this will require exercise of considered judgement, and you should consult your supervisor or other Group authority if you are ever in doubt about the Code's meaning or scope. You should not hesitate to report to management any failure in fully implementing the letter and spirit of the Code. If you are unsure what to do in particular circumstances or are concerned that the Code is being broken, you have a responsibility to speak up. You will never be penalised or disadvantaged for reporting a concern in good faith. Retaliation against those who do speak up will not be tolerated.

The Code explains how to do this, and includes details of the 24-hour confidential Employee Concern Helpline and web-based reporting facility. Ethics and high standards of behaviour are of critical importance in today's commercial world, and Vesuvius' reputation for the highest standards of business conduct is an invaluable asset. This Code of Conduct must therefore be central to the way in which we do business.

The application of universal standards of individual and collective behaviour across all of our global businesses will ensure that Vesuvius is a group of which we can rightly be proud.

François Wanecq

Our Values

Vesuvius' five corporate 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.

Our values are:

Creativity: Our commitment to technology and quality is the basis for our competitive advantage. Creativity allows us to develop innovative solutions and continuous improvements that generate value through performance enhancement.

Cooperation: Encouraging internal and external cooperation is the behaviour which enables us to create unique solutions with our partners. Through cooperation, each Vesuvius employee is committed to the success of their community of colleagues and customers.

Reliability: Our solutions involve us in critical aspects of our customers manufacturing processes. Our commitment to deliver consistent products and service gives them the level of confidence they require.

Integrity: At the heart of our promise lies the trustworthiness of all Vesuvius employees in their acts and words. Integrity, honesty and transparency are essential in all our exchanges.

Embracing Diversity: Vesuvius is a global company built upon a true respect for local customs and experience. We recognise and embrace the potential for creativity that comes from the coexistence of so many different cultures.

Eight Key Areas

Our code of conduct covers 8 key areas:

01 Health, Safety and the Environment

02 Trading, Customers, Products and Services

03 Anti-Bribery and Corruption

04 Employees and Human Rights

05 Disclosure and Investors

06 Government, Society and Local Communities

07 Conflicts of Interest

08 Competitors

01

Health Safety and the Environment

Health, safety and environmental matters are mainstream management responsibilities. We will protect the health and safety of our employees, customers, suppliers, contractors, visitors, the general public and others affected by our operations. Public concerns about the health, safety and environmental aspects of our operations must be addressed constructively.

We will:

- Provide healthy, safe and secure working conditions for all employees.
- Provide sufficient human and material resources and training to meet our health, safety and environmental commitments and obligations.
- Consider the likely environmental impact of new products and processes early in the development stage.
- Minimise, make safe or, if practicable, prevent the release of substances which could adversely affect human health or the environment.
- Reduce waste by careful use of materials, energy, and other resources and maximise recycling opportunities.
- Provide a work environment free from the risks associated with alcohol and drug consumption.

+ More Information

These principles are supported by the Vesuvius Health & Safety and Environmental Policies with which everyone who works for Vesuvius must comply.

02

Trading, Customers, Products and Services

Long-term, positive customer relationships are essential to achieving our goals. In dealing with existing and potential customers, and with agents, distributors, suppliers and other business associates, we must maintain an unquestioned reputation for integrity, treating them all fairly, consistently and on the basis of mutual respect and trust.

We will:

- Provide consistently high quality products that are reliable, safe and meet customer needs.
- Provide high quality, reliable after-sales service.
- Provide clear, concise, and useful information about Vesuvius and refrain from making false or misleading statements about our products and services.
- Conduct all business dealings at arm's length, including adherence to Group policies regarding conflicts of interest, gifts and bribes.
- Safeguard the confidential information of others and use such information only for the purpose provided, not for any improper business activity or for personal gain.

03

Anti-Bribery and Corruption

We will not tolerate corrupt practices of any kind in the conduct of our business.

To achieve this:

- No employee nor any person acting on behalf of, or otherwise representing, Vesuvius, including agents, suppliers, joint venture partners or others will, either directly or indirectly, offer payments or anything of value to any person, including suppliers or Government representatives, as a bribe or inducement to secure any improper business advantage.
- We will not make facilitation payments, unless our, or another's, personal safety is at risk.
- Our participation in entertainment and extension of hospitality will always be part of normal business activity, be reasonable considering all relevant circumstances, be proportionate and appropriate, and not give rise to a perception of a corrupt purpose.

+ More Information

These principles are supported by our Anti-Bribery and Corruption Policies and related Group-wide compliance initiatives.

04

Employees and Human Rights

Employees should be dealt with in good faith and on the basis of respect for the dignity of the individual. Vesuvius recognises international human rights standards where it operates and will not tolerate the use of child labour or forced labour in its operations.

We will:

- Listen carefully to our employees and involve them in improving the productivity, work quality and conditions of employment.
- Ensure that recruitment, training, promotion, career development, termination and similar employment-related issues are fair, transparent and based on individual ability, achievement, experience and conduct without regard to race, colour, nationality, culture, ethnic origin, religion, gender, sexual orientation, age, disability or any other reason not related to job performance or prohibited by applicable law.
- Refuse to tolerate discrimination or harassment.
- Provide a working environment that does not negatively impact our employees' physical or mental well-being.
- Remunerate employees commensurate with their skills and experience and, to the extent practicable, the success of the business.
- Keep our employees abreast of important developments affecting them and the Group's vision, goals and plans.
- Communicate with employees in an open, honest and respectful way.
- Maintain effective procedures to resolve work-related disputes.
- Keep employee records confidential and only collect, use and disclose personal information for legitimate business purposes.

+ More Information

These principles are supported by our Employment Policies and our Human Rights Policy.

05

Disclosure and Investors

Vesuvius is owned by its shareholders. We will conduct our business in a responsible manner, seeking to produce sustainable and profitable growth and deliver value to shareholders. Particular care will be given to preserving and protecting the Group's assets by making prudent and effective use of resources.

We will:

- Keep books and records that accurately and fairly reflect the transactions undertaken and the financial position of the business, supported by a robust system of controls.
- Provide to investors, on a regular and timely basis, accurate financial information and a balanced assessment of the Group's position which is easily understandable.
- Engage in best practices in corporate governance.
- Respond clearly to investors' questions on governance or the group's business.
- Treat all investors consistently and fairly and refrain from advantaging one investor, or class of investors, at the expense of another.
- Be candid, honest and professional in performing our duties; in communications with our advisers and auditors; and in communicating with the investment community.
- Keep all inside information confidential until announced and never use it to trade in Vesuvius shares or enable others to use it for such purposes.

+ More Information

These principles are supported by our Governance Policies, Financial Reporting Policies and Policy on Dealing in Company Securities and Inside Information.

06

Government Society and Local Communities

We seek to be a good corporate citizen wherever we do business. We will observe all national and local laws, ordinances and regulations, including those regarding political activities and payment of taxes.

We will:

- Keep ourselves informed about local culture, encourage the sharing of experiences across the Group and be adaptable, innovative and sensitive in our dealings with local communities.
- Respect and take into account regional and local concerns, customs and traditions.
- Conduct ourselves ethically in all public affairs activities, in alignment with local laws and regulations, including the Anti-bribery and corruption principles set out in this Code.

+ More Information

These principles are supported by our Human Rights Policy.

07

Conflicts of Interest

Employees, officers and directors have a duty to act in the best interest of the Group, and may not use their positions to personally profit themselves or others, or act against the best interests of the Group. Personal interests that do, or might appear to, conflict with Group interests or improperly influence the performance of our duties should be avoided. It is not always possible to avoid conflicts of interest and so where an employee's interests, or those of their family and close contacts, conflict with those of the Group or where there is a significant risk that they may conflict, the employee must declare the conflict or potential conflict immediately to their direct line manager.

Employees will never:

- Engage in direct or indirect business, financial or other relationships not on behalf of the Group with outside concerns that do or may do business with, or are in competition with, the Group without receiving prior approval of such relationship from management.
- Represent the Group in any transaction in which they or a related party has any personal interest without receiving prior approval from management.
- Improperly disclose or otherwise use confidential information of or about the Group or business associates.
- Compete, or assist others to compete, with the Group.
- Serve on any external board of a commercial enterprise unless such board membership is approved by Group management and found not to conflict with Group interests.
- Solicit or accept any money for personal gain from any business associate or competitor.
- Accept from any business associate or competitor any non-monetary gift, service or other thing if it would, or might appear to, improperly influence their independence or professional judgement.

08

Competitors

We will compete vigorously, but honestly and will not seek competitive advantage through unlawful means.

We will:

- Never exchange commercially sensitive information (including prices, capacity, production, sales volumes, market shares, commercial strategy or costs) with our competitors.
- Refrain from acquiring information regarding a competitor by inappropriate means.
- Never engage in restrictive or collusive trade practices or abuse any market position.
- Refrain from engaging in unfair competition, including making false or misleading comments or claims about our competitors or their products.

+ More Information

These principles are supported by our Competition and Anti-Trust Policies.

Speaking Up

Employees are encouraged to discuss with management any concerns about behaviour or decisions which conflict with the letter or spirit of this Code, the law or any of the policies. Please raise any concerns you have with your line manager, a senior manager in your country or a member of the legal department. All concerns reported in person will be treated as confidential.

The Company also provides an independent, confidential 24-hour Employee Concern Helpline, and a web-based facility through which employees can register any concerns.

No employee will ever be penalised or disadvantaged for reporting a concern in good faith. Retaliation against those who speak up will not be tolerated.

Making Sure It Works

We must always conduct our business affairs in a manner consistent with the Code's principles. In many cases this will require exercise of considered judgement. Please consult your supervisor or other Group authority if you are ever in doubt about the Code's meaning or scope. The consequences of not complying with this Code can be very serious, both for Vesuvius and its individual employees in terms of fines, penalties, damage to reputation and criminal liability. Where breaches of this Code are suspected or identified, an appropriate investigation will be conducted. Where applicable, remedial action will be taken, including disciplinary consequences, up to and including dismissal.
This Code will be reviewed regularly. We will also monitor the way in which it is followed. Any comments on this Code should be referred to the Group General Counsel.

Where Can I Get More Information?

For more information, including copies of supporting policies, please visit the Vesuvius Intranet, or consult your local member of the legal department. An electronic version of the Code is available at www.vesuvius.com.