

February 27, 2023

To,

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

National Stock Exchange of India Limited
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,

Subject: Outcome of the Board Meeting held on February 27, 2023.

Pursuant to Regulations 30 and 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), we wish to inform you that the Board of Directors of the Company at its meeting held today, i.e., February 27, 2023, has *inter-alia*:

1. Audited Financial Results for the Financial Year ended on December 31, 2022

Approved the Statement of Standalone Audited Financial Results of the Company for the Quarter and Financial year ended on December 31, 2022, pursuant to Regulation 33 of the SEBI LODR. A copy of the said Financial Results and the Audit Report issued by the Statutory Auditor of the Company are enclosed.

2. Recommendation of Dividend

Recommended dividend for the Financial year ended on December 31, 2022 of Rs. 8.25/- (Rupees Eight and Twenty Five Paise Only) per equity share of Rs. 10/- each.

3. Record Date for the Dividend

Fixed, Wednesday, April 26, 2023, as the Record Date, for purpose of determining those members who will be entitled to receive dividend which shall be paid after the approval of the members at the ensuing Annual General Meeting.

4. Appointment of Chief Financial Officer of the Company

Appointed Mr Rohit Baheti as the Chief Financial Officer of the Company with effect from February 27, 2023. A brief profile of Mr Baheti as per the format prescribed under the SEBI Circular is also enclosed.

5. Declaration pursuant to the Regulation 33(d) of the SEBI LODR

Pursuant to Regulation 33(d) of the SEBI LODR, we hereby confirm and declare that the Statutory Auditors of the Company have issued Audit Reports with unmodified opinion on the Statement of Standalone Audited Financial Results of the Company for Financial



year ended on December 31, 2022.

Further, the said meeting commenced at 2:05 P.M. and concluded at 8:55 P.M.

The financial year of our Company ends on December 31, ever year. We request you to take the information on record and disseminate the same on your website.

Thanking you,

Yours faithfully,

For **Vesuvius India Limited**



Vikram Singh

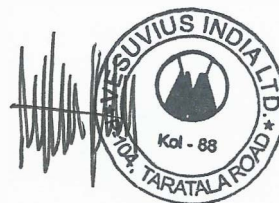
Company Secretary & Compliance Officer

(Membership No.: A16381)

Statement of Standalone Audited Financial Results for the Year ended December 31, 2022

Particulars	₹ in lakhs				
	Quarter ended December 31, 2022	Quarter ended December 31, 2021	Quarter ended September 30, 2022	Financial year ended December 31, 2022	Financial year ended December 31, 2021
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Audited)
1. Income from Operations					
(a) Gross Sales / Revenue from operations	34,619	25,733	35,131	1,33,521	1,04,216
(b) Other Operating revenues	218	160	151	737	500
Total Income from Operations	34,837	25,893	35,282	1,34,258	1,04,716
2. Other Income	658	516	610	2,286	1,966
3. Total Income [1 + 2]	35,495	26,409	35,892	1,36,544	1,06,682
4. Expenses					
(a) Cost of materials consumed	13,465	12,111	12,264	51,084	44,437
(b) Purchase of stock-in-trade	8,036	6,329	7,614	30,621	23,069
(c) Changes in inventory of finished goods, work-in progress and stock-in-trade	(401)	(3,164)	1,260	(1,160)	(4,753)
(d) Employee benefits expense	2,522	2,185	2,347	9,043	7,917
(e) Depreciation and amortisation expense	879	759	754	2,986	2,734
(f) Other expenses	7,262	6,415	6,800	28,284	24,122
Total Expenses	31,763	24,635	31,039	1,20,858	97,526
5. Profit before tax [3-4]	3,732	1,774	4,853	15,686	9,156
6. Tax expense					
Current Tax	932	515	1,125	4,134	2,555
Deferred Tax	36	(55)	119	(127)	(204)
7. Net Profit for the period [5-6]	2,764	1,314	3,609	11,679	6,805
8. Other Comprehensive Income					
(i) Items that will not be reclassified to profit or loss	(29)	37	52	126	88
(ii) Income tax relating to items that will not be reclassified to profit or loss	7	(9)	(13)	(32)	(22)
9. Total Other Comprehensive Income [8(i) + 8(ii)]	(22)	28	39	94	66
10. Total Comprehensive Income [7 + 9]	2,742	1,342	3,648	11,773	6,871
11. Paid up equity share capital (Face Value ₹ 10/- per share)	2,030	2,030	2,030	2,030	2,030
12. Reserves excluding Revaluation reserve as per Balance sheet				97,749	87,600
13. Earnings per share (of ₹ 10/- each): [*Not annualised]					
a) Basic (₹)	13.62*	6.48*	17.78*	57.54	33.53
b) Diluted (₹)	13.62*	6.48*	17.78*	57.54	33.53

See accompanying notes to the financial results



Statement of Standalone Assets and Liabilities

₹ in lakhs

	As at December 31, 2022 (Audited)	As at December 31, 2021 (Audited)
ASSETS		
(1) Non-current assets		
(a) Property, plant and equipment	19,288	11,504
(b) Capital work-in-progress	3,817	2,719
(c) Intangible assets	132	82
(d) Financial assets		
(i) Trade receivables	-	447
(ii) Loans	99	109
(iii) Other financial assets	186	218
(e) Non current tax asset (net)	3,643	2,519
(f) Deferred tax assets	1,714	1,619
(g) Other non-current assets	1,451	1,764
Total non-current assets	30,330	20,981
(2) Current assets		
(a) Inventories	20,405	21,311
(b) Financial assets		
(i) Trade receivables	20,936	16,397
(ii) Cash and cash equivalents	13,190	2,608
(iii) Bank balances other than (ii) above	43,606	52,786
(iv) Loans	44	35
(v) Other financial assets	838	499
(c) Other current assets	3,735	4,211
Total current assets	1,02,754	97,847
Total assets	1,33,084	1,18,828
EQUITY AND LIABILITIES		
Equity		
(a) Equity share capital	2,030	2,030
(b) Other equity	97,749	87,600
Total equity	99,779	89,630
Liabilities		
(1) Non-current liabilities		
(a) Long-term provisions	2,521	2,385
Total non-current liabilities	2,521	2,385
(2) Current liabilities		
(a) Financial liabilities		
(i) Trade payables		
(A) Total outstanding dues of micro and small enterprises	2,915	1,632
(B) Total outstanding dues of creditors other than micro and small enterprises	21,702	20,636
(ii) Other financial liabilities	3,056	2,218
(b) Short-term provisions	25	20
(c) Current tax liabilities (net)	1,985	1,697
(d) Other current liabilities	1,101	610
Total current liabilities	30,784	26,813
Total liabilities	33,305	29,198
Total equity and liabilities	1,33,084	1,18,828



VESUVIUS INDIA LIMITED

Regd. Office : P-104 Taratala Road, Kolkata - 700088

Phone: (033) 61090500 Fax: (033) 2401 3976 CIN: L26933WB1991PLC052968

Email: vesuviusindia@vesuvius.com Website: www.vesuviusindia.in

Statement of Standalone Cash Flows for the Year ended December 31, 2022

₹ in lakhs

	For the year ended December 31, 2022	For the year ended December 31, 2021
	(Audited)	(Audited)
Cash flows from operating activities		
Profit before tax	15,686	9,156
Adjustments for:		
Depreciation and amortisation expenses	2,986	2,734
Provision for doubtful trade receivables (net)	283	-
Unrealised Foreign exchange differences (net)	79	19
Interest income	(1,807)	(1,592)
Other Non - cash items	93	-
Operating profit before changes in operating assets and liabilities	17,320	10,317
Adjustments for (increase)/decrease in operating assets:		
Trade receivables	(4,340)	(63)
Inventories	906	(9,615)
Loans - Current and Non Current	1	(14)
Other financial assets - Current and Non Current	32	6
Other assets- Current and Non Current	507	(2,262)
Adjustments for increase/(decrease) in operating liabilities:		
Trade payables	2,235	6,509
Other current liabilities	491	(224)
Other financial liabilities	399	475
Long-term and Short-term provisions	267	244
Cash generated from operations	17,818	5,373
Income taxes paid	(4,970)	(2,705)
Net cash inflow from operating activities (A)	12,848	2,668
Cash flows from investing activities		
Payments for acquisition of Property, plant and equipments	(11,290)	(3,195)
Interest received	1,468	1,411
Sale/(Purchase) of fixed deposits (net)	9,180	(2,100)
Net cash outflow from investing activities (B)	(642)	(3,884)
Cash flows from financing activities		
Dividend paid	(1,624)	(1,421)
Net cash outflow from financing activities (C)	(1,624)	(1,421)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	10,582	(2,637)
Cash and cash equivalents at the beginning of the year	2,608	5,245
Cash and cash equivalents at the end of the year	13,190	2,608



VESUVIUS INDIA LIMITED

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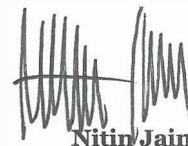
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Notes:

- 1) The Board of Directors has recommended payment of dividend of Rs. 8.25/- per share of nominal value Rs. 10/- each for the year ended December 31, 2022 at their meeting held on February 27, 2023. The dividend is subject to the approval by the members at their ensuing Annual General Meeting.
- 2) The Company is engaged in the business of manufacturing, trading and sale of a range of refractories and is having its manufacturing facilities located in India. The performance of the Company is assessed and reviewed by the Chief Operating Decision Maker ('CODM') as a single operating segment and accordingly manufacture and sale of refractories is the only operating segment.
- 3) Provision for taxation has been recognised with reference to the profit for the year ended December 31, 2022 and in accordance with the provisions of Income Tax Act, 1961 and Rules framed there under. The ultimate tax liability for the assessment year 2022-2023, however, will be determined on the basis of total income for the year ending on March 31, 2023.
- 4) The figures of the last quarter are the balancing figures between the audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the respective financial year.
- 5) The Statutory Auditors of the Company have expressed an unqualified opinion on the Audited Financial Statements for the year ended December 31, 2022.
- 6) These financial results have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on February 27, 2023.

On behalf of the Board of Directors of
Vesuvius India Limited



Nitin Jain
Managing Director
DIN: 07934566

Place: Dallas, Texas

Date: February 27, 2023

Price Waterhouse Chartered Accountants LLP

Independent Auditor's Report

To the Members of Vesuvius India Limited

Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of Vesuvius India Limited ("the Company"), which comprise the Balance Sheet as at December 31, 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at December 31, 2022, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Appropriateness of Recognition of Revenue under Ind AS 115

[Refer note 2.9 to the financial statements]

The Company recognises revenue from sale of goods and rendering of services when control is transferred to the customer.



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Registered office and Head office: Susheta Ghoshan, 11A Vishnu Digambar Marg, New Delhi 110 002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-0001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754NN500016 (ICAI registration number before conversion was 012754N).

Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITOR'S REPORT

**To the Members of Vesuvius India Limited
Report on Audit of the Financial Statements**

Recognition of revenue depends on the performance obligations related to sale of products and rendering of services and total consideration (including variable consideration) determined, which vary across contracts with customers. Accordingly, the amount and timing of recognition of revenue is assessed by the Company based on the timing of the satisfaction of the performance obligations under each contract. There is a risk of inappropriate revenue recognition if revenue is not accounted for in accordance with contractual terms of the respective arrangements with the customers.

The appropriateness of recognition of revenue is a key audit matter considering the significance of the amounts involved.

How our audit addressed the key audit matter

Our audit procedures in relation to revenue recognition included the following:

- Obtained an understanding of processes and controls on revenue recognition and tested the operating effectiveness of the key controls;
- Performed testing of sample contracts / purchase orders to ensure the revenue transactions have been appropriately recorded on fulfilment of the related performance obligations as per the selected contracts;
- Tested appropriateness of adjustments made for variable consideration;
- Examined material non-standard journal entries and other adjustments posted to revenue accounts;
- Assessed adequacy of presentation and disclosure.

Based on the above stated procedures, no exceptions were noted by us in revenue recognition including those relating to presentation and disclosures as required by the applicable accounting standard.

Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report and Management Discussion & Analysis Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the financial statements

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records.



Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITOR'S REPORT

**To the Members of Vesuvius India Limited
Report on Audit of the Financial Statements**

relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

7. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

8. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
9. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITOR'S REPORT

To the Members of Vesuvius India Limited
Report on Audit of the Financial Statements

11. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
12. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

13. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
14. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on December 31, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on December 31, 2022, from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 35 to the financial statements;
 - ii. The Company has long-term contracts as at December 31, 2022 for which there were no material foreseeable losses. The Company did not have any derivative contracts as at December 31, 2022;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.



Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITOR'S REPORT

To the Members of Vesuvius India Limited
Report on Audit of the Financial Statements

- iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. Refer Note 55(a) to the financial statements;
- (b) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. Refer Note 55 (b) to the financial statements); and
- (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act.
15. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016



Rajib Chatterjee

Partner

Membership Number: 057134

UDIN: 23057134BGXYPU8554

Gurugram

February 27, 2023

Price Waterhouse Chartered Accountants LLP

Annexure A to Independent Auditor's Report

Referred to in paragraph 14(f) of the Independent Auditor's Report of even date to the members of Vesuvius India Limited on the financial statements for the year ended December 31, 2022

Report on the Internal Financial Controls with reference to Financial Statements under clause (l) of sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of Vesuvius India Limited ("the Company") as of December 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable



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Annexure A to Independent Auditor's Report

Referred to in paragraph 14(f) of the Independent Auditor's Report of even date to the members of Vesuvius India Limited on the financial statements for the year ended December 31, 2022

and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

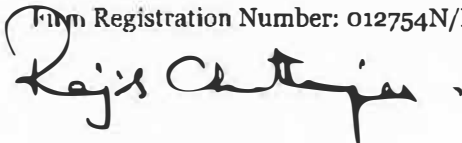
7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at December 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016



Rajib Chatterjee

Partner

Membership Number: 057134

UDIN: 23057134BGXYPU8554

Gurugram

February 27, 2023

Price Waterhouse Chartered Accountants LLP

Annexure B to Independent Auditors' Report

Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of Vesuvius India Limited on financial statements as of and for the year ended December 31, 2022

- i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.
- (B) The Company is maintaining proper records showing full particulars of Intangible Assets.
- (b) The Property, Plant and Equipment are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 3 to the financial statements, are held in the name of the Company, except for leasehold land at Kolkata as stated in aforesaid Note 3, for which renewal of lease is under progress.
- (d) The Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment or intangible assets does not arise.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- ii. (a) The physical verification of inventory excluding goods in transit has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- (b) During the year, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate from banks and financial institutions on the basis of security of current assets and accordingly, the question of our commenting on whether the quarterly returns or statements are in agreement with the unaudited books of account of the Company does not arise.
- iii. (a) The Company has granted unsecured loans to 41 employees. The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans are as per the table given below:

Particulars	Loans (Rs. in lakhs)
Aggregate amount granted/ provided during the year	43.41
- Others	
Balance outstanding as a balance sheet date in respect of the above case	38.53
- Others	

(Also refer Note 56 to the financial statements)



Price Waterhouse Chartered Accountants LLP

Annexure B to Independent Auditors' Report

Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of Veervius India Limited on the financial statements for the year ended December 31, 2022

- (b) In respect of the aforesaid loans, the terms and conditions under which such loans were granted are not prejudicial to the Company's interest.
- (c) In respect of the aforesaid loans, the schedule of repayment of principal and payment of interest has been stipulated, and the parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest as applicable.
- (d) In respect of the aforesaid loans, there is no amount which is overdue for more than ninety days.
- (e) There were no loans which fell due during the year and were renewed/extended. Further, no fresh loans were granted to same parties to settle the existing overdue loans.
- (f) There were no loans/ advances in nature of loans which were granted during the year, including to promoters/related parties.
- iv. The Company has not granted any loans or made any investments or provided any guarantees or security to the parties covered under Sections 185 and 186. Therefore, the reporting under clause 3(iv) of the Order are not applicable to the Company.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, and other material statutory dues, as applicable, with the appropriate authorities. Also, refer note 35 to the financial statements regarding management's assessment on certain matters relating to provident fund.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of statutory dues referred to in sub-clause (a) as at December 31, 2022 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. In Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Disallowances arising in income tax proceedings (Net of Deposits of Rs. 4,307 lakhs)	156	2006-07 and 2013-14	Commissioner of Income Tax (Appeals)



Price Waterhouse Chartered Accountants LLP

Annexure B to Independent Auditors' Report

Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of Vesuvius India Limited on the financial statements for the year ended December 31, 2022

Central Excise Act, 1944	Disallowances of Cenvat credit (net of deposit Rs 11 lakhs)	204	2007-08 to 2017-18	Central Excise and Service Tax Appellate Tribunal, Additional Commissioner, Commissioner (Appeals)
Finance Act, 1994	Non / short payment of service tax	12	2006-07 and 2007-08	Central Excise and Service Tax Appellate Tribunal
Central Sales Tax Act, 1956	Non-Submission of Forms (net of deposits of Rs. 246 lakhs)	260	2005-06, 2012-13 to 2017-18	Sales Tax Appellate Tribunal, Commissioner (Appeals), Deputy Commissioner, Appellate Deputy Commissioner
Central Sales Tax Act, 1956	Disallowance of Stock Transfer	2723	2008-09 to 2011-12	Sales Tax Appellate Tribunal
West Bengal Value Added Tax Act, 2003	Non-submission of forms (net of deposits 2 lakhs)	13	2013-14	Commissioner (Appeals)
Andhra Pradesh Value Added Tax Act, 2005	Denial of Inputs credits (net of deposits of Rs 28 lakhs)	17	2011-12, 2012-13	Sales Tax Appellate Tribunal
Andhra Pradesh Value Added Tax Act, 2005	Disallowance of Stock Transfer (net of deposits Rs 8 lakhs)	10	2010-11	Sales Tax Appellate Tribunal
Karnataka Value Added Tax Act, 2003	Denial of Inputs credits (net of deposits of Rs 99 lakhs)	100	2005-06 and 2006-07	Hon'ble Supreme Court of India

- viii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- ix. (a) As the Company did not have any loans or other borrowings from any lender during the year, the reporting under clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.
- (c) According to the records of the Company examined by us and the information and explanations given to us, the Company has not obtained any term loans.



Price Waterhouse Chartered Accountants LLP

Annexure B to Independent Auditors' Report

Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of Vesuvius India Limited on the financial statements for the year ended December 31, 2022

- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year.
- x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company has received whistle-blower complaints during the year, which have been considered by us for any bearing on our audit and reporting under this clause.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act.
- xiv. (a) The internal audit of the Company is covered under the group internal audit pursuant to which an internal audit is carried out every year. In our opinion, the Company's internal audit system is commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditor for the period under audit have been considered by us.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.



Price Waterhouse Chartered Accountants LLP

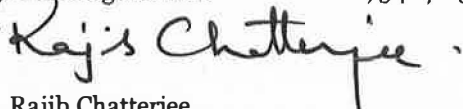
Annexure B to Independent Auditors' Report

Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of Vesuvius India Limited on the financial statements for the year ended December 31, 2022

- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the management of the Company, the Group does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause 3(xviii) is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 54 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.
- xx. As at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016



Rajib Chatterjee

Partner

Membership Number: 057134

UDIN: 23057134BGXYP8554

Gurugram

February 27, 2023



**Particulars Pursuant to Regulation 30 read with Schedule III of the SEBI LODR and
SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015]**

Reason for change	: Appointment
Date of appointment	: February 27, 2023
	Appointed as Chief Financial Officer of the Company in terms of Section 203 of the Companies Act, 2013
Brief profile	: Mr Rohit Baheti is an MBA (Finance) from S.P. Jain Institute of Management & Research, Mumbai, and B.Com from Narsee Monjee College, Mumbai. His experience spans over 15 years and his area of expertise include mergers & acquisitions, private equity, corporate restructuring and capital market transactions across sectors as well as both domestic and cross-border transactions. Prior to joining Vesuvius, he was the Executive Director at JM Financial's Investment Banking practice. He has also worked at MAPE Advisory Group, ICICI Bank and JP Morgan Chase. Some of the key transactions he has been involved in include Bandhan Financial Holdings, GIC and ChrysCapital consortium's acquisition of IDFC AMC, Burman family's acquisition of Eveready Industries, CVC Capital's acquisition of HealthCare Global, fundraising in Catholic Syrian Bank from Fairfax, business restructuring of Fairchem Speciality, sale of a majority stake in Karvy Computershare to General Atlantic PE, Crisil's acquisition of Coalition Ltd, sale of LimeRoad to V-Mart Retail, HDFC AMC IPO, Mindspace REIT IPO, etc.
Disclosure of relationships between directors (in case of appointment of director)	: Not applicable