



VESUVIUS

Investing in innovation

Vesuvius India Limited Annual Report 2016



“ Spirit of innovation is at the
core of all our activities ”

Francois Clement Wanecq
CEO of Vesuvius plc

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Board of Directors



-
1. **Francois Clement Wanecq**
Non-Executive Director, CEO of Vesuvius plc

 2. **Biswadip Gupta**
Chairman of the Board, Independent, Non-Executive Director
Committee : Audit (Chairman), CSR (Chairman), Share Transfer (Chairman), Remuneration (Member)

 3. **Nayantara Palchoudhuri (Miss)**
Independent, Non-Executive Director
Committee Member : Audit, CSR Committee, Remuneration, Share Transfer

 4. **Tanmay Kumar Ganguly**
Non-Executive Director, President-Advanced Refractory of Vesuvius Group
Committee Member : Audit, CSR Committee, Remuneration, Share Transfer

 5. **Subrata Roy**
Managing Director
Committee Member : CSR Committee and Share Transfer

 6. **Sudipto Sarkar**
Independent, Non-Executive Director
Committee : Remuneration (Chairman) and Member of Audit Committee, CSR, Share Transfer

 7. **Patrick Georges Felix Andre**
Non-Executive Director, President-Flow Control of Vesuvius Group

Board of Directors

Biswadip Gupta, *Chairman*
 Subrata Roy, *Managing Director*
 Patrick Georges Felix Andre
 Tanmay Kumar Ganguly
 Nayantara Palchoudhuri (Miss)
 Sudipto Sarkar
 Francois Clement Wanecq

Board Committees

Audit Committee

Biswadip Gupta, *Chairman*
 Tanmay Kumar Ganguly
 Nayantara Palchoudhuri (Miss)
 Sudipto Sarkar

Corporate Social Responsibility Committee

Biswadip Gupta, *Chairman*
 Tanmay Kumar Ganguly
 Nayantara Palchoudhuri (Miss)
 Subrata Roy
 Sudipto Sarkar

Nomination and Remuneration Committee

Sudipto Sarkar, *Chairman*
 Biswadip Gupta
 Tanmay Kumar Ganguly
 Nayantara Palchoudhuri (Miss)

Share Transfer and Stakeholders Grievance & Relationship Committee

Biswadip Gupta, *Chairman*
 Tanmay Kumar Ganguly
 Nayantara Palchoudhuri (Miss)
 Subrata Roy
 Sudipto Sarkar

Key Managerial Personnel

Subrata Roy, *Managing Director*
 Sanjoy Dutta, *Chief Financial Officer*
 Taposh Roy, *Company Secretary*
 Email : Taposh.Roy@vesuvius.com

Auditors

Messrs B S R & Co. LLP
 Chartered Accountants
 Godrej Waterside,
 Unit No 603 & 604, 6th floor, Tower I
 Plot No 5, Block DP, Sector V
 Salt Lake, Kolkata 700 091
 (Firm's Registration no. 101248W/W-100022)



Secretarial Auditors

Anjan Kumar Roy & Co.
 DPS Business Centre, 9A, Sebak Baidya Street
 Kolkata 700 029

Bankers

Axis Bank Limited
 Hongkong Bank
 State Bank of India

Registrars & Share Transfer Agents

CB Management Services (P) Ltd
 P-22 Bondel Road, Kolkata 700 019
 CIN : U74140WB1994PTC062959
 SEBI Regn No : INR000003324
 Tel : (033) 4011 6700/ 6711/ 6718/ 6729
 Fax : (033) 40116739
 Email : rta@cbmsl.com, ranarc@cbmsl.co
 Website : www.cbmsl.com

Registered Office

P-104 Taratala Road
 Kolkata 700 088
 Tel : (033) 30410600
 Fax : (033) 2401 3976
 Email : vesuviusindia@vesuvius.com
 Website : www.vesuviusindia.com
CIN : L26933WB1991PLC052968
ISIN No : INE386A01015

Kolkata Factory :

P-104 Taratala Road
 Kolkata 700 088
 Tel : (033) 30410600
 Fax : (033) 2401 3976
 Email : Rana.Dey@vesuvius.com

Visakhapatnam Factories :

(a) First factory :

Plot No. 13, 14 & 15, Block "E"
 IDA Autonagar, Visakhapatnam 530 012
 Tel : (0891) 3011300; 3011337
 Fax : (0891) 2587511
 Email : Achintya.Chandra@vesuvius.com

(b) Second factory :

Survey No 90 & 98, Part, Block G,
 Industrial Park, Fakirtakya Village
 Autonagar, Visakhapatnam 530 049
 Tel : (0891) 3983715
 Fax : (0891) 3983708
 Email : Achintya.Chandra@vesuvius.com

Mehsana Factory :

212/B, G.I.D.C Estate
 Mehsana 384 002, Gujarat
 Tel : (02762) 252948 / 949
 Fax : (02762) 252909



VESUVIUS INDIA LIMITED

Registered Office : P-104 Taratala Road, Kolkata 700 088

CIN No.: L26933WB1991PLC052968

Phone : (033) 30410600 Fax : (033) 2401 3976

Email : vesuviusindia@vesuvius.com Web site : www.vesuviusindia.com

Notice of Annual General Meeting

To The Members of
Vesuvius India Limited
P-104 Taratala Road
Kolkata 700 088

Notice is hereby given that the twenty-sixth Annual General Meeting of the Members of Vesuvius India Limited will be held at G D Birla Sabhaghar, 29, Ashutosh Chowdhury Avenue, Kolkata 700019 on Friday, May 12, 2017 at 10.30 a.m. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of Vesuvius India Limited for the year ended on December 31, 2016, and the Reports of the Directors and Auditors thereon and to pass the following resolution as an **Ordinary Resolution** :

"RESOLVED that the Statement of Profit and Loss for the year ended on December 31, 2016, the Balance Sheet as on that date and annexures thereto, the Cash Flow Statement for the year ended on December 31, 2016, the Reports of Auditors and Directors thereon be and are hereby received and adopted."

2. To declare dividend for the year ended on December 31, 2016 and to pass the following resolution as an **Ordinary Resolution** :

"RESOLVED that pursuant to the recommendation of the Directors, dividend at the rate of Rs 6.50 per Equity Share of nominal value Rs 10/- each, out of the current profits of the Company for the year ended on December 31, 2016 on 2,02,96,080 (Two crores, two lakhs ninety six thousand and eighty) Equity Shares of the Company, be and is hereby declared and that the same be paid to those Members whose names appear on the Company's Register of Members and in the Register of Beneficial Owners maintained by the Depositories as on the Record Date which is May 5, 2017."

3. To reappoint Mr Subrata Roy as a Director of the Company, who retires by rotation and being eligible, offers himself for reappointment and to pass the following resolution as an **Ordinary Resolution** :

"RESOLVED that Mr Subrata Roy (DIN No. 07046994), who retires by rotation from the Board of Directors pursuant to the provisions of section 152 of the Companies Act, 2013 and under Article 101 of the Company's Articles of Association be and is hereby reappointed a Director of the Company."

4. To appoint Auditors of the Company and to fix their remuneration and, in this connection, to pass the following resolution as an **Ordinary Resolution** :

"RESOLVED that, pursuant to the provisions of Section 139 of the Companies Act, 2013, Messrs Price Waterhouse Chartered Accountants LLP, Chartered Accountants, of Plot No 56 & 57, Block-DN, Sector-V, Salt Lake, Kolkata 700091, West Bengal, (Firm's Registration no. 012754N/N500016) be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the thirty-first Annual General Meeting of the Company at a remuneration and on terms plus out-of-pocket expenses as may be determined by the Board of Directors of the Company and, if required, the said appointment be placed for ratification by the Members at each of the subsequent Annual General Meetings of the Members of the Company."

SPECIAL BUSINESS

5. To pass the following resolution as an **Ordinary Resolution** :

"RESOLVED that pursuant to the provisions of Section 197 of the Companies Act, 2013, or any re-enactments or modifications thereof (the "Act"), the Directors of the Company (other than the Managing Director) be and are hereby authorised to continue to receive a commission, to be divided between them in such manner as may be determined by the Board of Directors, which shall not exceed in the aggregate one per cent (1%)

of the net profits of the Company, computed in the manner prescribed under Section 198 of the Act, in respect of the profits for each of the five financial years of the Company commencing from April 1, 2017."

Explanatory Statement : Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under Item No. 5 of the Notice is annexed and forms a part of this Notice.

Record Date : Notice is also given under section 91 of the Companies Act, 2013 read with regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI-LODR") that the **Record Date** will be **May 5, 2017** to determine those Members who will be entitled to receive dividend which will be declared at the Annual General Meeting.

Cut Off Date : Notice is also given that the **Cut Off Date** will be **May 5, 2017** to determine the Members entitled to undertake voting electronically on the business and all resolutions set forth in this Notice by remote e-Voting and also by voting at the meeting venue.

Notes to the Notice : The Notes appended to the Notice forms a part of the Notice to Members.

Route Map : A route map showing the way to the venue of the Annual General Meeting is attached to this Notice.

Proxy : A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of self and such proxy need not be a Member of the Company. Proxies, in order to be effective, must be completely filled in with date, signature, properly stamped and the stamp properly cancelled and must be received by the Company at the registered office not later than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder. ***The Proxy-holder shall prove his identity at the time of attending the meeting. Proxies are requested to carry a photo-identification to the venue of the Annual General Meeting.***

By Order of the Board of Directors

Vesuvius India Limited

Taposh Roy

Company Secretary

Registered Office :

P-104 Taratala Road

Kolkata 700088

February 27, 2017

Notes forming part of the Notice to Members :

1. IMPORTANT DATES FOR MEMBERS

ANNUAL GENERAL MEETING : Annual General Meeting will be held on **Friday, May 12, 2017 at 10.30 a.m.** at G D Birla Sabhaghar, 29, Ashutosh Chowdhury Avenue, Kolkata 700019.

RECORD DATE : Record Date will be **May 5, 2017** to determine those Members who will be entitled to receive dividend which will be declared at the Annual General Meeting.

CUT OFF DATE : Cut Off Date will be **May 5, 2017** to determine the Members entitled to undertake voting electronically on the business and all resolutions set forth in this Notice by remote e-Voting and also by voting at the meeting venue.

REMOTE ELECTRONIC VOTING PERIOD will be from **9.00 a.m. on May 9, 2017 to 5.00 p.m. on May 11, 2017**, both days inclusive. Remote e-Voting will be blocked after 5.00 p.m. on May 11, 2017.

VOTING FACILITY will also be provided at the venue of the Annual General Meeting on May 12, 2017 to those Members who are eligible to vote but who have not cast their votes through remote e-Voting and who are present at the venue of the Annual General Meeting.

Notice of Annual General Meeting (Contd.)

2. **DIVIDEND** : Dividend to be declared at this meeting, will, subject to the provisions of section 126 of the Companies Act, 2013, be deposited with the Bank within May 17, 2017 and dividend will be paid within May 22, 2017 to those Members or to their mandates, whose names appear as on the Record Date of May 5, 2017 in the Register of Members maintained by the Company or in the Register of Beneficial Owners furnished by the National Securities Depository Ltd. and Central Depository Services (India) Ltd., for this purpose. Dividend Tax will be paid by the Company pursuant to section 115O of the Income Tax Act, 1961.
3. **BANK ACCOUNT DETAILS** : Regulation 12 and Schedule I of SEBI-LODR require all companies to use the facilities of electronic clearing services for payment of dividend. **In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars.**
YOU ARE REQUESTED TO SUBMIT YOUR BANK DETAILS ALONG WITH AN ORIGINAL CANCELLED CHEQUE OR A XEROX COPY OF THE CHEQUE to our Registrars, M/s C B Management Services (P) Ltd. to enable them to update our records, in case you hold shares in physical form and to your Depository Participants in respect of shares held by you in dematerialised form.
4. **UNCLAIMED DIVIDEND** : Notices have been sent to all Shareholders concerned on January 31, 2017 informing them that their dividend remains unclaimed and the procedure to obtain payment of these unclaimed dividend. Details of dividend unclaimed by Members for the past years which have not yet been transferred to the Central Government have been uploaded on the Company's website **www.vesuviusindia.com**. Members are encouraged to view the lists and lodge their claim with our Registrars & Share Transfer Agents for dividend which have remained unclaimed.
5. **TRANSFER OF UNCLAIMED DIVIDEND TO IEPF** : Dividend for the year ended on December 31, 2009 which was declared at the Annual General Meeting held on June 3, 2010 and remaining unclaimed will be transferred to the Investor Education and Protection Fund of the Central Government in July 2017 pursuant to the provisions of sections 124 and 125 of the Companies Act, 2013. Members are requested to lodge their claims with the Registrars & Share Transfer Agents immediately. Reminder letters have been sent to the Shareholders concerned on February 14, 2017.
6. **TRANSFER OF SHARES TO IEPF** : Shares in respect of which dividend will be transferred to the Investor Education and Protection Fund ("IEPF") of the Central Government in July 2017 shall also be transferred to IEPF pursuant to Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("Rules") read with section 124 of the Companies Act, 2013. Advertisements have been published in newspapers and intimations have been sent to Shareholders concerned requesting them to encash their unclaimed dividends failing which the corresponding shares will be transferred to IEPF. The list of Shareholders and the corresponding shares are available on the Company's website.
7. **ISIN No** : The shares of the Company are tradable compulsorily in electronic form. **The ISIN number allotted is INE386A01015.** In view of the numerous advantages offered by the depository system, Members are requested to avail of the facility of dematerialization of the Company's shares.
8. **NOMINATION** : Pursuant to the provisions of section 72 of the Companies Act, 2013, Members are informed that they may nominate at any time, in the prescribed manner, a person to whom their shares in the Company shall vest in the event of their death. Nomination Form SH-13 is available on the website of the Company at **www.vesuviusindia.com** under the heading "Investor Information" and "Download Forms".
9. **WEBSITE** : The Company's website is **www.vesuviusindia.com** Annual Reports of the Company, unclaimed dividend list, standard downloadable forms and other Shareholder Communication are made available on the Company's website.
10. **COMMUNICATION** : All Shareholder communication including Notices, Annual Reports, quarterly unaudited financial results, etc., will be sent to the email addresses of Members registered with the Company and the Depository Participants. The Notice of the Annual General Meeting is being sent by electronic mode to those Members whose email addresses are registered with the Company and the Depository Participants unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. These documents will also be made available on the Company's website **www.vesuviusindia.com** and will be open for inspection

by the Members at the Registered Office of the Company between 11.00 a.m. and 4.00 pm on all working days upto the date of the Annual General Meeting.

11. **CORPORATE REPRESENTATION** : A Corporate Member shall be deemed to be personally present only if it is represented in accordance with Section 113 of the Companies Act, 2013 i.e. only if the Corporate Member sends a certified true copy of the resolution passed by the Board of Directors of the Company or a Power of Attorney authorizing the Representative to attend and vote at the meeting on behalf of the Corporate Member.
12. **REGISTRARS** : Members are requested to contact **M/s C B Management Services (P) Ltd, Registrars and Share Transfer Agents of the Company at P-22, Bondel Road, Kolkata 700 019 (Phone No 033-40116700; Email : rta@cbmsl.com) for recording any change of address, bank mandate, NECS, registration of Email ID**, share transfers/transmission or nominations regarding shares held by them in physical form and for redressal of complaints or contact Mr Taposh Roy, Company Secretary, at the Registered Office or by email at Taposh.Roy@vesuvius.com.
13. **ITEM No. 3 : REAPPOINTMENT OF MR SUBRATA ROY AS DIRECTOR**

Mr Subrata Roy (DIN no. 07046994), was appointed Director and also the Managing Director of the Company for a period of five years effective from January 1, 2015 at the Extra-Ordinary General Meeting of the Company held on March 27, 2015 and he retires by rotation in terms of section 152(6) of the Companies Act, 2013 and in accordance with the Articles of Association of the Company at the forthcoming Annual General Meeting, and being eligible, has offered himself for reappointment as a Director. He is proposed to be reappointed a Director and will continue as the Managing Director.

Mr Subrata Roy, aged 51 years, is a Mechanical Engineer from Jadavpur University, Kolkata, and worked with Bharat Heavy Electricals Ltd. for five years prior to joining Vesuvius India in September, 1993. Over the last two decades, Mr Roy has had numerous roles within the Company. He assumed the responsibilities of Engineering Manager of the Kolkata Plant, Slidegates Product Line Manager for Asia Pacific, Business Manager-Slide Gates & Purge Plugs, then General Manager-Flow Control Sales and was the Chief Executive-Operations for two and half years immediately before being appointed as the Managing Director with effect from January 1, 2015. He was an integral part of the team which set up the Company's first factory at Kolkata and he had also supervised the construction of the Company's second factory at Visakhapatnam. Mr Roy brings with him rich experience and knowledge in engineering, manufacturing, technology and commercial activities through his extensive interactions in India and with the Vesuvius Group.

Mr Roy is Member of the Main Committee of The Bengal Chamber of Commerce & Industry and is not a Director of any other company in India or abroad. He is a member of the following Committees of the Company and in no other Committees in India :

Name of Company	Name of Committee	Nature of Membership
Vesuvius India Ltd	1. Share Transfer & Stakeholders Grievance Relationship Committee	Member
	2. Corporate Social Responsibility Committee	Member

Mr Roy does not hold any shares of the Company and is not related to any Director or Key Managerial Personnel of the Company.

No Promoter, Director, Key Managerial Personnel or their relatives, except Mr Subrata Roy, is concerned or interested in the resolution.

14. **ITEM No. 4 : APPOINTMENT OF AUDITORS**

Messrs BSR & Co LLP, Auditors of the Company, were appointed Auditors for two consecutive terms and pursuant to section 139 of the Companies Act, 2013, they are not eligible for re-appointment as Auditors at the ensuing Annual General Meeting. On the recommendation of the Audit Committee, the Board of Directors have selected and recommend Messrs Price Waterhouse Chartered Accountants LLP to be the Auditors of the Company for the next five years.

Notice of Annual General Meeting (Contd.)

15. INSTRUCTIONS FOR ELECTRONIC VOTING

In compliance with section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended ("Rules") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI-LODR") and all other applicable sections, rules and regulations, the Members holding shares either in physical form or in dematerialised form as on the **CUT OFF DATE** are provided with the facility for voting by electronic means and the business and all resolutions set forth in this Notice may be transacted through such voting electronically through the e-Voting services provided by **National Securities Depository Limited ("NSDL")** as more fully specified below :

- I. REMOTE ELECTRONIC VOTING :** Members holding shares either in physical form or in dematerialised form whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **CUT OFF DATE which is May 5, 2017** will be entitled to electronically vote on the business and all resolutions set forth in this Notice during the **REMOTE E-VOTING PERIOD which is from 9.00 a.m. on MAY 9, 2017 upto 5.00 p.m. on MAY 11, 2017, both days inclusive.** Remote e-Voting shall not be allowed beyond 5.00 p.m. on May 11, 2017 and remote e-Voting facility will be blocked after 5.00 p.m. on May 11, 2017. Members who have cast their vote by remote e-Voting prior to the date of the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.

INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER :

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):

- i. Open the e-mail and also open PDF file namely "Vesuvius e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-Voting. Please note that the password is an initial password.
- ii. Open the internet browser and type the following URL: **<https://www.evoting.nsdl.com/>**
- iii. Click on **Shareholder - Login**.
- iv. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
- v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
- vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both.
- vii. Once the e-Voting home page opens, click on **e-Voting > Active Voting Cycles**.
- viii. Select **"EVEN"** (E-Voting Event Number) of **Vesuvius India Limited**. Now you are ready for e-Voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on **"Submit"** and also **"Confirm"** when prompted.
- x. Upon confirmation, the message **"Vote cast successfully"** will be displayed.
- xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently or cast the vote again.
- xii. Mr Anjan Kumar Roy, Proprietor of Anjan Kumar Roy & Co, Practising Company Secretaries (Membership No. F5684 and C.P. No 4557) of DPS, Corporate Club, 9A Sebak Baidya Street, Kolkata 700029 Phone : 9830201949; (033) 24750112 Email : akroyco@yahoo.co.in and anjanroy_2003@yahoo.co.in has been appointed as the Scrutinizer to scrutinise the e-Voting process in a fair and transparent manner and to give his report to the Chairman.
- xiii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail with a copy marked to **evoting@nsdl.co.in**.
- xiv. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) - for members and e-Voting user manual for members available at the downloads sections of **www.evoting.nsdl.com** or contact NSDL at the toll free Telephone no. 1800-222-990 or by email **evoting@nsdl.co.in**. You may also send your queries/ grievances relating to e-Voting to Mr. Rana Roy Choudhury, M/s. CB Management Services (P) Ltd. Tel. No. (033) 40116729, e-mail: **ranarc@cbmsl.co**