



# VBC FERRO ALLOYS LIMITED

(An ISO 9001 - 2008 Company) - CIN L27101TG1981PLC003223  
VBCFAL/SEC/2015/



14<sup>th</sup> July, 2015

**The Bombay Stock Exchange Limited**  
**Floor 25, P J Towers**  
**Dalal Street**  
**MUMBAI – 400 001.**

Dear Sir/Madam:

**Sub: Clause 49 of the Listing Agreement – Reg**

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In compliance with the provisions of Clause 49 of the Listing Agreement we are herewith sending copy of the Quarterly Compliance Report of the Company for the quarter ended 30<sup>th</sup> June, 2015.

We request you to kindly acknowledge the receipt.

Thanking You,

Yours faithfully  
for VBC Ferro Alloys Limited

V.V.V.S.N. Murty  
Authorized Signatory

**Encl: a/a**

## Quarterly Compliance Report on Corporate Governance

**Name of the Company: VBC FERRO ALLOYS LIMITED**

**Quarter ending on: 31<sup>st</sup> June 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	49		
(A) Composition of Board	49 (IIA)	YES	
(B) Independent Directors	49 (IIB)	YES	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	YES	
(D) Other provisions as to Board and Committees	49 (IID)	YES	
(E) Code of Conduct	49 (IIE)	YES	
(F) Whistle Blower Policy	49 (IIF)	YES	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	
(B) Meeting of Audit Committee	49 (IIIB)	YES	
(C) Powers of Audit Committee	49 (IIIC)	YES	
(D) Role of Audit Committee	49 (IIID)	YES	
(E) Review of Information by Audit Committee	49 (IIIE)	YES	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	YES	
<b>V. Subsidiary Companies</b>	49 (V)	NA	
<b>VI. Risk Management</b>	49 (VI)	YES	
<b>VII. Related Party Transactions</b>	49 (VII)	YES	
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	YES	
(B) Disclosure of Accounting Treatment	49 (VIII B)	YES	
(C) Remuneration of Directors	49 (VIII C)	YES	
(D) Management	49 (VIII D)	YES	
(E) Shareholders	49 (VIII E)	YES	
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	NA	
<b>IX. CEO/CFO Certification</b>	49 (IX)	YES	
<b>X. Report on Corporate Governance</b>	49 (X)	YES	
<b>XI. Compliance</b>	49 (XI)	YES	

**Note:**

1. The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.

2. In the column No. 3, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49(VII).

3. In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

