

Format for compliance report on Corporate Governance to be submitted to Stock Exchange (s) by Listed Entities

(Under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity – VBC Ferro Alloys Limited

2. Quarter ending – 31 December 2015

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/ Executive/Non- Executive/independent/Non minee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	V.S. Rao	ABHPV1168L&00046917	Independent Director cum Non- Executive Chairman	30 th September 2014	5 Years	2	3	1
Mr.	Pramod Kumar Thatte	AATPT9214A&06627484	Director	30 th September 2014	Retirement by rotation	1	1	Nil

Mr.	M.V. Ananthakrishna	AAEPA38 50E& 0089536	Independent Director	30 th September 2014	5 years	3	5	1
Dr.(Mrs).	B. Kinnera Murthy	ACEPB48 04F& 1878144	Independent Director	30 th September 2015	5 years	3	Nil	Nil
Mr.	M.S.Lakshman Rao	ACUPM01 26H& 00086976	Managing Director	01 st November 2015	2 years	2	0	2

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) §</i>
Audit Committee	M.V. Ananthakrishna, V.S. Rao & Pramod Kumar Thatee	Mr. M.V. Ananthakrishna – Chairman/ Independent Director
Nomination & Remuneration Committee	M.V. Ananthakrishna, V.S. Rao & Pramod Kumar Thatee	Mr. V.S. Rao – Chairman/ Independent Director
Investor Grievance Committee (Shareholders Engagement Committee)	M.V. Ananthakrishna, V.S. Rao & M.S. Lakshman Rao	Mr. M.V. Ananthakrishna – Chairman/ Independent Director
Corporate Social Responsibility Committee	N.A.	N.A.

1. Audit Committee

2. Nomination & Remuneration Committee

3. Risk Management Committee(if applicable)

4. Stakeholders Relationship Committee'

§Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
12 August 2015	14 November 2015	94

IV. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
<u>Audit Committee</u> 14 November 2015	yes	12 August 2015	94

This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) <small>refer note below</small>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

For VBC Ferro Alloys Limited

M.S. Lakshman Rao
Managing Director / CEO