

SECRETARIAL COMPLIANCE REPORT

of

M/s. VBC FERRO ALLOYS LIMITED

for the year ended 31st March, 2021

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015]

I, Naga Kishore Mittapalli, Practising Company Secretary have examined:

- a) all the documents and records made available to us and explanation provided by M/s.VBC Ferro Alloys Limited (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2021 (“Review Period”) in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (***Not applicable to the Listed Entity during the review period.***)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (***Not applicable to the Listed Entity during the review period.***)



- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; ***(Not applicable to the Listed Entity during the review period).***
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ***(Not applicable to the Listed Entity during the review period).***
- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; ***(Not applicable to the Listed Entity during the review period).***
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- j) Securities and Exchange Board of India (Registrars to Issue and Share Transfer Agents) Regulations, 1993; regarding the Companies Act, 2013 and dealing with client.

and Circulars / guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 6 of the SEBI (LODR), 2015	Company Secretary was appointed for the part of the year.	During the part of the year, Company Secretary was not acting as Compliance officer of the Company.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges

(including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
1.	BSE	Regulation 33 Non-submission of the financial results within the period prescribed under this regulation	Total fine payable by the Company inclusive of GST is Rs.35,400/-.	The Company has paid the fine.
2.	BSE	Regulation 13(3) Non-submission of the statement on shareholder complaints within the period prescribed under this regulation or under any circular issued in respect of redressal of investor grievances.	Total fine payable by the Company inclusive of GST is Rs.1,180/-.	The Company has paid the fine.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended ... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
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1.	As required under Regulation 6 of the SEBI (LODR), 2015, the Company has not appointed Company Secretary.	2019-20	The listed entity is taking necessary steps to appoint suitable candidate as the Company Secretary of the Company.	The actions taken by the listed entity are satisfactory.
2.	Regulation 46 of the SEBI (LODR), 2015 – Website is not updated.	2019-20	The listed entity has taken necessary steps to appoint suitable candidate as the Company Secretary of the Company.	The actions taken by the listed entity are satisfactory.

Date: 29/06/2021
Place: Hyderabad



Naga Kishore Mittapalli
Company Secretary in Practice

M.No.: F7684

CP No.: 13597

ICSI UDIN: F007684C000543758