



**FERRO ALLOYS CORPORATION LIMITED**

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**Policy for Preservation of Documents**

**Preamble**

The Securities and Exchange Board of India ("SEBI"), vide its Notification dated September 2, 2015, issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), which have come into force from December 1, 2015. The Listing Regulations mandate listed entities to formulate a Policy for preservation of documents either in Physical or Electronic Mode. It is in this context that this Preservation of Documents or Document Retention Policy ("Policy") is being framed and implemented.

Further under section 94 of the Companies Act, 2013 read with rule 15 of the (Management and Administration) Rules, 2014 required registers and documents are to be kept and maintained for specified period of time.

Further documents/papers, returns and correspondences are also required to be maintained under the SEBI laws.

**Effective Date**

This Policy has been approved by the Board of Directors of the Company and shall be effective from December 1<sup>st</sup>, 2015.

**Definitions and Interpretations**

"SEBI laws" shall include SEBI Act, 1992, Securities and Contract (Regulation) Act, 1956, Depository Act, 1996, SEBI (Prohibition of Insider Trading) Regulation, 2015, SEBI (Substantial Acquisition of Shares and takeovers) Regulation, 2011, SEBI (Issue of Share Capital and Disclosure Requirement), Regulation, 2009, SEBI (Investor Protection and Education Fund) Regulation, 2009, SEBI (Buy Back of Securities) Regulation, 1998, SEBI (Depositories and Participants) Regulation, 1996, SEBI (Registrars to an Issue and Share Transfer Agents) Regulation, 1993 and all other rules and regulations made by SEBI from time to time.

Unless the context otherwise requires, words or expressions contained in this policy and not defined here, shall bear the same meaning as in the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 or in absence of its definition/explanation/meaning therein, as per the Companies Act, 2013 (including Rules made there under), as the case may be and in SEBI laws.

**Objective of the policy**

The objective of this Policy is to classify the documents in two categories i.e.

- (i) Documents whose preservation shall be permanent in nature and

- (ii) Documents with preservation period of not less than eight years after completion of relevant transaction.

This Policy is intended to guide the Company and its officers on maintenance of any Documents, their preservation and disposal.

### **Period of Preservation**

- (i) Documents whose preservation shall be permanent in nature have been mentioned in Annexure-A, and
- (ii) Documents with preservation period of not less than eight years after completion of relevant transaction have been mentioned in Annexure-B.
- (iii) Documents with preservation period five years or eight years under the SEBI laws are mentioned in Annexure-C.

### **Review**

This Board of Directors of the Company shall review this Policy as and when it deems appropriate to ensure it meets the requirements of legislation and the needs of organization. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

**Annexure –A**

**A. Documents whose preservation shall be permanent in nature:**

<b>Sl. No.</b>	<b>Name of the Document/ Register</b>	<b>Preservation Period</b>
1	Register of renewed and duplicate share certificate	Permanently
2	Register of Charges	Permanently.
3	Register of Members	Permanently
4	Foreign Register of Members, debenture holders, other security holders or beneficial owners residing outside India	Foreign Register of Members shall be preserved Permanently. Foreign Register of debenture holders or any other security holders shall be preserved for a period eight years from the date of redemption.
5	Minutes of the General Meeting, Board Meeting, Creditor Meeting and Committee Meeting	Permanently
6	Register of Directors and KMPs and their Shareholding	Permanently
7	Register of Loan, Investment and Guarantee by a Company	Permanently
8	Investment made by a Company not held in its own name	Permanently
9	Register of Contracts or arrangements in which Directors are interested	Permanently
10	Documents related to incorporation, changes in any clause of memorandum and Articles of Association	Permanently

**Annexure –B**

**B. Documents with preservation period of not less than 8 (eight) years after completion of the relevant transactions:**

<b>Sl. No.</b>	<b>Name of Documents/ Register</b>	<b>Preservation Period</b>
1	Share Certificate Forms and related books and documents	8 years. In case of disputed cases, shall be preserved permanently. All certificates surrendered to the company may be destroyed after the expiry of 3 years from the date on which they are surrendered.
2	Instrument creating a charge or modification thereon	For a period of Eight years from the date of satisfaction of charge by the Company.
3	Register of Sweat Equity Shares	Eight Years
4	Register of Transfer and Transmission	Eight Years
5	Register of Employee Stock Option	Eight Years
6	Register of shares or other securities brought back	Eight Years
7	Register of Deposits	Eight Years
8	Register of debenture holders or any other security holders	Eight Years
9	Annual Return	Eight Years
10	Register of Proxies	Eight Years
11	Dividend Register	Eight Years
12	Books of Accounts	Eight Years
13	Disclosure of Interest by Directors	Eight Years
14	Register of Directors' Attendance	Eight Years
15	Register of Members' Attendance	Eight Years
16	Ballot Papers and Scrutinizer Paper	Eight Years
17	Register & Records of Postal Ballot	Eight Years
18	Annual Reports	Eight Years
19	Documents/ Forms filed with Registrar of Companies	Eight Years
20	Declarations/ Certificates received under Code of Conduct	Eight Years

**Annexure –C**

**C. Documents with preservation period five years or eight years required to be maintained under the SEBI laws**

**LIST OF DOCUMENTS AND THEIR MANDATORY PRESERVATION PERIOD AS PER SEBI (PROHIBITION OF INSIDER TRADING) REGULATION, 2015**

<b>S. No.</b>	<b>Particulars</b>	<b>Preservation Period of Documents</b>	<b>Reference of Section and Rules</b>
1	Disclosure of Trading by Insider in prescribed form	Five Years	Regulation 6(4)
2	Initial Disclosure given by the Promoters, Key Managerial Person and Directors within 30 days of these regulation taking effect	Five Years	Regulation 7(1)(a) read with Regulation 6(4)
3	Initial Disclosure given by person on his appointment as a director or KMP regarding his holding of securities in the company within 7 days of his appointment	Five Years	Regulation 7(1)(b) read with Regulation 6(4)
4	Continual Disclosure given every promoter, employee and director of the company within 2 trading days of their acquisition of shares or disposal of shares, as the case may be crossing the threshold limit of 10 lacs per quarter or any other value as may be specified	Five Years	Regulation 7(2)(a) read with Regulation 6(4)
5	Disclosure shall be made by the company to the stock exchange within 2 trading days of receipt of information under point No. 4 mentioned above	Five Years	Regulation 7(2)(b) read with Regulation 6(4)
6	Code of practices and procedures for fair disclosure of UPSI as per schedule A	Shall be disclosed on website and will continue to be disclosed at updates	Regulation 8 of SEBI (PIT) regulation, 2015 read with Regulation 30(8) of Listing Regulation, 2015
7	Code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with these regulations as per Schedule B	Shall be disclosed on website and will continue to be disclosed at updates	Regulation 9 of SEBI (PIT) regulation, 2015 read with Regulation 30(8) of Listing Regulation, 2015

**DISCLOSURE MADE BY THE COMPANY AS PER SEBI (SUBSTANTIAL ACQUISITION OF SHARE AND TAKEOVER) REGULATION, 2011**

1	<p><b>1. Regulation 30(1) :</b> Every person, who together with persons acting in concert with him, holds shares or voting rights entitling him <b>to exercise twenty-five per cent or more</b> of the voting rights in the target company,</p> <ul style="list-style-type: none"> <li>• shall disclosed their aggregate shareholding and voting rights as of the <b>thirty-first day of March</b>, in such target company in such form as may be specified.</li> </ul> <p><b>2. Regulation 30(2) :</b> The promoter of every target company shall together with persons acting in concert with him, disclose their aggregate share-holding and voting rights as of the <b>thirty-first day of March</b>, in such target company in such form as may be specified.</p> <p><b>3.</b> The disclosure required under sub-regulation (1) and sub-regulation (2) shall be made <b>within seven working days</b> from the end of each financial year to;</p> <ul style="list-style-type: none"> <li>• Every stock exchange where the shares of the target company are listed; and</li> <li>• The target company at its registered office</li> </ul>
2	<p><b>Disclosure of acquisition and disposal.</b></p> <p><b>1. Regulation 29(1) :</b> Any acquirer who acquires shares or voting rights in the target company which taken together with shares or voting rights, if any, held by him and by persons acting in concerts with him in such target company, <b>aggregating to five percent or more</b> of the shares of such target company, shall disclose their aggregate shareholding and voting rights in the such target company in such form as may be specified.</p> <p><b>2. Regulation 29(2) :</b> Any acquirer, who together with persons acting in concert with him, holds shares or voting rights entitling them to <b>five percent or more</b> of the shares or voting rights in target company, shall disclose every acquisition or disposal of shares of such target company <b>representing two percent or more of the shares</b> or voting rights in such target company in such form as may be specified.</p>
	<p><b>3. Regulation 29(3) :</b> The disclosure required under sub-regulation (1) and sub-regulation (2) shall be made <b>within two working days</b> of receipt of intimation of allotment of shares, or acquisition of shares, or the acquisition of shares or voting rights in the target company,-</p> <ul style="list-style-type: none"> <li>• Every stock exchange where the shares of the target company are listed; and</li> <li>• The target company at its registered office.</li> </ul> <p><b>Disclosure of encumbered shares</b></p> <p><b>a. Regulation 31(1) :</b> The promoters of every target company shall disclose details of shares in such target company encumbered by him or by persons acting in concert with him in such form as may be specified.</p> <p><b>b. Regulation 31(2) :</b> The promoters of every target company shall disclose details of shares any invocation of such encumbrance or release of such encumbrance of shares in such form as may be specified.</p> <p><b>c. Regulation 31(1) :</b> The disclosures required under sub-regulation (1) and sub-regulation (2) shall be made <b>within seven working days</b> from the creation or invocation or release of encumbrance, as the case may be,-</p> <ul style="list-style-type: none"> <li>• Every stock exchange where the shares of the target company are listed; and</li> <li>• The target company at its registered office.</li> </ul>

**MAINTENANCE OF RECORDS OF DISCLOSURE MADE OF VARIOUS EVENTS/INFORMATION UNDER LISTING REGULATIONS, 2015 FOR A PERIOD OF FIVE YEARS AND THEREAFTER AS PER ARCHIVAL POLICY OF THE COMPANY.**

Sl. No.	List of Documents/Return required to be filed/reported to stock exchanges under listing regulation is given below:
1.	<b>Statement Grievance Redressal Mechanism [Reg.13 (3)]:</b> Listed entity shall file on a quarterly basis, within 21 days from the end of each quarter, a statement giving number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter.
2.	<b>Corporate Governance Report [Reg.27(2)(a)]:</b> Listed entity shall submit a quarterly compliance report on corporate governance in the prescribed format as per Circular dated September 24, 2015 to the stock exchanges within 15 days of close of the quarter.
3.	<b>Shareholding Pattern [Reg.31(1)(b)]:</b> Shareholding pattern shall be filed on quarterly basis within 21 days of close of the quarter.
4.	<b>Statement of deviation or variation [Reg.32(1)]:</b> The deviation or variation report shall be submitted to the stock exchange on quarterly basis for public issue, rights issue, preferential issue indicating deviation as per regulation 32(1).
5.	<b>Submission of quarterly and year to date stand alone financial results [Reg.33(3)(a)]:</b> shall be submitted to the stock exchange within 45 days of the end of each quarter, other than the last quarter.
6.	<b>Submission of compliance certificate related to share transfer to the Stock Exchange [Reg.7(3)]:</b> The listed entity shall submit a compliance certificate to the stock exchange, duly signed by <b>both</b> the compliance officer of the listed entity <b>and</b> the authorized representative of the share transfer agent, wherever applicable, <b>within one month of end of each half of the financial year</b> , certifying compliance with the requirements of sub-regulation (2).
7.	<b>Compliance certificate w.r.t. transfer or transmission or transposition of securities within 30 days [Reg.40(9)]:</b> The listed entity shall ensure that the share transfer agent and/or the in-house share transfer facility, as the case may be, produces a certificate from a practicing company secretary <b>within one month of the end of each half of the financial year</b> , certifying that all certificate have been issued <b>within 30 days of</b> the date of lodgement for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls / allotment monies.  The listed entity shall ensure that certificate mentioned in sub-regulation (9) shall be filed with the stock exchanges simultaneously <b>[Reg.40 (10)]</b>
8.	<b>Payment of Listing Fee and other charge [Reg.14]:</b> The listed entity shall pay all such fee or charges, as applicable, to the recognized stock exchanges, in the manner specified by the SEBI or the recognized stock exchange.

9.	<p><b>Submission of audited annual financial results [Reg.33(3)(d)]:</b> The listed entity shall submit audited standalone financial results for the financial year, <b>with in 60 days</b> from the end of the financial year along with the audit report and either Form A (unmodified report) or Form B (modified report):</p> <p>Provided that if the listed entity has subsidiaries, it shall, while submitting annual audited standalone financial results also submit annual audited consolidated financial results along with the audit report and either Form A or Form B.</p>
10.	<p><b>Annual report [reg.34(1)]:</b> The listed entity shall submit the annual report to the stock exchange <b>within 21 working days</b> of it being approved and adopted in the annual general meeting as per the provisions of the Companies Act, 2013.</p>
11.	<p><b>Intimation of appointment of share transfer agent [Reg.7(5)]:</b> The listed entity shall intimate such appointment referred to in sub-regulation (4) to the stock exchange within 7 days of entering into agreement.</p>
12.	<p><b>In –principle approval of Stock Exchange [Reg.28(1)]:</b> The listed entity shall obtain an “in-principle” approval from recognized stock exchange before issue of security.</p>
13.	<p><b>Prior intimations of Board meeting for financial results to the Stock Exchange [Reg.29(1)(a) &amp; proviso of sub-regulation (2)]:</b> The listed entity shall give prior intimation to stock exchange about the meeting of the Board of Directors in which financial results viz, quarterly, half-yearly or annual is proposed to be considered.</p> <p>The intimation shall be given at least five days in advance (excluding the date of the intimation and date of the meeting) and such intimation shall include the date of such meeting of the Board of Directors.</p>
14.	<p><b>Prior intimations of Board meeting</b> for proposal to buy back of securities, voluntarily delisting; fund raising by way of further public offer, rights issue, ADR, GDR, FCCB QIP, Debt Issue, Preferential Issue, declaration of dividend, bonus issue: [Reg.29(1)(b), 29 (1) (c), 29(1)(d),29(1)(e) and 29 (1) (f)].</p>
15.	<p><b>Intimations of Board meeting for alteration in nature of securities [Reg.29 (3)]</b> The listed entity shall give intimation to the stock exchange at least 11 working days before any of the following proposal is placed before the Board meeting.</p> <p>(a) Any alternation in the form or nature of any of its securities that are listed on the stock exchange or in the rights or privileges of the holders thereof;</p> <p>(b) Any alteration in the date on which, the interest on debentures or bonds or the redemption amount of redeemable shares or of the debentures or bonds shall be payable.</p>
16.	<p><b>Disclosure of price sensitive information [Reg.30(6)]:</b> The listed entity shall first disclose to stock exchange(s) of all events, as specified in Part A of Schedule III, or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information.</p>

	<p>Provided that in case the disclosure is made after twenty four hours of occurrence of the event or information, the listed entity shall, along with such disclosures provide explanation for delay.</p>
17.	<p><b>Disclosure of price sensitive information [Reg.30 (6)]:</b> Outcome of meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:</p> <ul style="list-style-type: none"> <li>i. Dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;</li> <li>ii. Any cancellation of dividend with reasons thereof;</li> <li>iii. The decision on buyback of securities</li> <li>iv. The decision with respect to fund raising proposed to be undertaken</li> <li>v. Increase in capital by issue of bonus shares through</li> </ul>
18.	<p><b>Filing of shareholding pattern to Stock Exchanges prior to listing of securities [Reg. 31(1)(a)]:</b> Filing of shareholding pattern one day prior to listing of its securities on the stock exchange.</p>
19.	<p><b>Filing of shareholding pattern to Stock Exchanges in case of capital restructuring [Reg.31(1)(a)]:</b> Within 10 days of any capital restructuring of the listed entity resulting in a change exceeding two per cent of the total paid up share capital.</p>
20.	<p><b>Draft Scheme of Arrangement or Scheme of Arrangement [Reg.37(2)]:</b> Listed entity shall obtain observation letter or no-objection letter from the stock exchanges before filing of any draft scheme of arrangement or Scheme of Arrangement.</p>
21.	<p><b>Intimation regarding fixing of Record Date or Date of closure of transfer books [Reg.42(2)]:</b> The listed entity shall intimate the record date to all the stock exchanges for the following purposes</p> <ul style="list-style-type: none"> <li>(a) Declaration of dividend;</li> <li>(b) Issue of right or bonus shares;</li> <li>(c) Issue of shares for conversion of debentures or any other convertible security</li> <li>(d) Share arising out of rights attached to debentures or any other convertible security.</li> <li>(e) Corporate action like merger, demergers, splits and bonus shares etc.</li> <li>(f) Such other purposes as may be specified by the stock exchange</li> </ul> <p>The intimation shall be given in advance of at least 7 working days excluding the date of intimation and record date to the stock exchanges of record date specifying the purpose of the record date.</p>
22.	<p><b>Intimation for fixation of record date for declaration of dividend and or cash bonus [Reg.42(3)]:</b> The listed entity shall recommend or declare all dividend and/or cash bonuses at least five working days (excluding the date of intimation and the record date) before the record date fixed for the purpose.</p>
23.	<p><b>Voting by shareholders [Reg.44 (3)]:</b> The listed entity shall submit to the stock exchange, within 48 hours of conclusion of its general meeting, details regarding the voting results in the format</p>

	specified by the Board.
24.	<b>Change in name of the listed entity [Reg.45 (3)]:</b> On receipt of confirmation regarding name availability from Registrar of Companies, before filing the request for change of name with the Registrar of Companies in terms of provisions laid down in Companies Act, 2013 and rules made thereunder, the listed entity shall seek approval from Stock Exchange by submitting a certificate from chartered accountant stating compliance with conditions at sub-regulation(1)