

PREMIER FERRO ALLOYS & SECURITIES LTD.

CIN : L27310WB1977PLC031117

Regd. Office :
687, Anandapur, E. M. Bypass, 2nd Floor,
Kolkata - 700 107, Phone : 6613-6264
E-mail : panemamics@emamigroup.com

Dated: 22.04.2024

To,
The Secretary,
The Calcutta Stock Exchange Limited,
Listing Department,
7, Lyons Range,
Kolkata - 700 001

Dear Sir,

Sub: Submission of quarterly Compliance Report on Corporate Governance for the quarter ended March, 2024 as per Regulation 27 (2) of SEBI LODR, Regulations 2015.

Ref: Scrip Code: 26040

Pursuant to Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the quarterly Compliance Report on Corporate Governance for the quarter ended 31st March, 2024 in the specified format.

We hope you shall find the same in order.

Thanking you,

Yours faithfully,
for **Premier Ferro Alloys & Securities Limited**



Dilip Kumar Yadav
Company Secretary & Chief Financial Officer
Membership No.- A70539



Encl: As Above

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity **PREMIER FERRO ALLOYS & SECURITIES LIMITED**
2. Quarter ending **31ST MARCH, 2024**



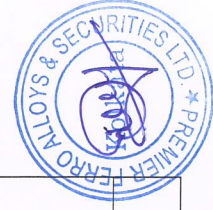
I. Composition of Board of Directors:														
Title	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Date of Birth	Whether special resolution passed?	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure *	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of member-ships 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.	Santinath Paul	AEJPP0592D 03190144	Non-Executive	02/01/ 1952	NA	-	11/05/ 2012	30/09/ 2021	-	NA	1	-	1	1
Mr.	Vinit Agarwal	ACIPA8761G 06944709	Non-Executive	30/01/ 1977	NA	-	09/08/ 2014	30/09/ 2022	-	NA	1	-	1	-
Ms.	Shampa Paul	ANCPP8760F 07490402	Non-Executive Independent	25/01/ 1976	NA	-	29/02/ 2020	-	-	49 months	2	2	2	-

Mr.	Sudipta Datta	CDGPD0201D 08713289	Non-Executive Independent	18/11/ 1992	NA	-	29/02/ 2020	-	-	49 months	1	1	1	-
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& 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:			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	Date of Appointment
1. Audit Committee	Mr. Santinath Paul Mrs. Shampa Paul Mr. Sudipta Datta	Non-Executive Director Non-Executive-Independent Director Non-Executive-Independent Director	30.01.2020 30.01.2020 30.01.2020
2. Nomination & Remuneration Committee	Mr. Santinath Paul Mr. Vinit Agarwal Mrs. Shampa Paul Mr. Sudipta Datta	Non-Executive Director Non-Executive Director Non-Executive-Independent Director Non-Executive-Independent Director	30.01.2020 30.01.2020 30.01.2020 30.01.2020
3. Risk Management Committee	Mr. Santinath Paul Mr. Vinit Agarwal Mrs. Shampa Paul Mr. Sudipta Datta	Non-Executive Director Non-Executive Director Non-Executive-Independent Director Non-Executive-Independent Director	30.01.2020 30.01.2020 30.01.2020 30.01.2020
4. Asset Liability Committee	Mr. Santinath Paul Mr. Vinit Agarwal Mrs. Shampa Paul Mr. Sudipta Datta	Non-Executive Director Non-Executive Director Non-Executive-Independent Director Non-Executive-Independent Director	30.01.2020 30.01.2020 30.01.2020 30.01.2020
5. Investment & Loan Committee	Mr. Santinath Paul Mr. Vinit Agarwal Mrs. Shampa Paul Mr. Sudipta Datta	Non-Executive Director Non-Executive Director Non-Executive-Independent Director Non-Executive-Independent Director	30.01.2020 30.01.2020 30.01.2020 30.01.2020
6. Information Technology Strategy Committee	Mr. Santinath Paul Mr. Vinit Agarwal	Non-Executive Director Non-Executive Director	15.01.2020 15.01.2020
Stakeholders Relationship Committee	Mr. Santinath Paul Mr. Vinit Agarwal Mrs. Shampa Paul Mr. Sudipta Datta	Non-Executive Director Non-Executive Director Non-Executive-Independent Director Non-Executive-Independent Director	30.01.2023 30.01.2023 30.01.2023 30.01.2023
&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						
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)	
04-11-2023		YES	4	2	63	
16-11-2023		YES	4	2	75	
	30.01.2024	YES	4	2	74	

V. Meeting of Committees						
Name of Committee	Date(s) of meeting the committee in the relevant quarter	Whether Quorum met (details)*	Number of Directors present*	Number of independent director's present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	30-01-2024	Yes, all the 3 members were present	3	2	04-11-2023	86
						30-01-2023 -3

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional
 ** to be filled in only for the current quarter meetings

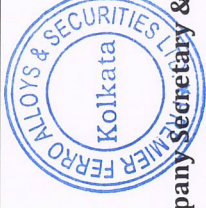
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee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

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) - Not Applicable. Constituted as per requirements of RBI.
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: This quarter's report shall be placed before the Board of Directors in its next meeting. The previous quarter's report was placed before the Board of Directors at their meeting held on 30th January, 2023 and the same was noted without any comments/observations/advice.

Date: 22/04/2024



Dilip Kumar Yadav
Company Secretary & Chief Financial Officer

To be submitted by listed entity at the end of 6 months after end of financial year along-with
The second quarter's report of next financial year

Affirmations	Regulation Number	Compliance status (Yes/No/NA) refer note below
Broad heading		
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	YES
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	YES
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	YES
<i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting</i>	20(3)	YES
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	YES
<p>Note:</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here</p>		
<div style="display: flex; justify-content: space-between; align-items: center;"> <div data-bbox="944 571 1125 772"> </div> <div data-bbox="997 347 1077 560"> </div> </div> <p align="right">Dilip Kumar Yadav Company Secretary & Chief Financial Officer</p>		
<p>Date: 22/04/2024</p>		

ANNEXURE II

Yearly Compliance Report on Corporate Governance

1. Name of the Entity **PREMIER FERRO ALLOYS & SECURITIES LTD**
 2. Year Ending **31st MARCH, 2024**

I. Disclosure on website in terms of Listing Regulations			
Sl.	Item	Compliance status (Yes/No/NA)	Web Address
1	Details of business	Yes	https://pfasl.in/
2	Terms and conditions of appointment of independent directors	Yes	https://pfasl.in/terms-and-conditions-for-appointment-of-independent-directors/
3	Composition of various committees of board of directors	Yes	https://pfasl.in/composition-of-board-committees/
4	Code of conduct of board of directors and senior management personnel	Yes	https://pfasl.in/policies/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://pfasl.in/policies/
6	Criteria of making payments to non-executive directors	NA	
7	Policy on dealing with related party transactions	Yes	https://pfasl.in/policies/
8	Policy for determining 'material' subsidiaries	Yes	https://pfasl.in/policies/
9	Details of familiarization programmes imparted to independent directors	Yes	https://pfasl.in/policies/
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://pfasl.in/investors-info/
11	Email address for grievance redressal and other relevant details	Yes	https://pfasl.in/grievance-redressal-officer/
12	Financial results	Yes	https://pfasl.in/quarterly-report/
13	Shareholding pattern	Yes	https://pfasl.in/shareholding-pattern/
14	Details of agreements entered into with the media companies and/or their associates	NA	--
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	--



16	New name and the old name of the listed entity	NA	--
17	Advertisements as per regulation 47 (1)	Yes	https://pfasl.in/corporate-announcements/
18	Credit rating or revision in credit rating obtained	NA	--
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://pfasl.in/corporate-announcements/
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	
21	Materiality Policy as per Regulation 30	Yes	https://pfasl.in/policies/
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
23	It is certified that these contents on the website of the listed entity are correct	Yes	



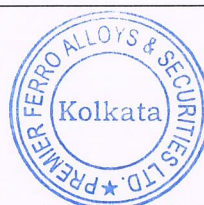
II. ANNUAL AFFIRMATIONS			
Sl.	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22	Composition and role of risk management committee	21(1),(2),(3), (4)	NA
23	Meeting of Risk Management Committee	21(3A)	NA
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	Yes
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes



29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	NA
33	Maximum Tenure	25 (2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	NA
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
	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. 3. If the Listed Entity would like to provide any other information the same may be indicated here - N.A		

III. Affirmations

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. : Yes



Dilip Kumar Yadav

Dilip Kumar Yadav
Company Secretary & Chief Financial Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months (Amount in Rs.)	Balance outstanding at the end of six months (Amount in Rs.)	
Promoter or any other entity controlled by them	--	--	
Promoter Group or any other entity controlled by them	7,02,00,000	61,18,50,783	
Directors (including relatives) or any other entity controlled by them	--	--	
KMPs or any other entity controlled by them	--	--	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months (Amount in Rs.)	Balance outstanding at the end of six months (taking into account any invocation) (Amount in Rs.)
Promoter or any other entity controlled by them	--	--	--
Promoter Group or any other entity controlled by them	--	--	--
Directors (including relatives) or any other entity controlled by them	--	--	--
KMPs or any other entity controlled by them	--	--	--



(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months (Amount in Rs.)	Balance outstanding at the end of six months (Amount in Rs.)
Promoter or any other entity controlled by them	--	--	--
Promoter Group or any other entity controlled by them	--	--	--
Directors (including relatives) or any other entity controlled by them	--	--	--
KMPs or any other entity controlled by them	--	--	--
(D) Additional Information			
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	
Name	DILIP KUMAR YADAV		
Designation	CS & CFO		
Place	KOLKATA		
Date	22/04/2024		

