

POLICY FOR PRESERVATION OF DOCUMENTS

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INTRODUCTION

The Securities and Exchange Board of India (“SEBI”) vide its notification dated September 02, 2015 issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”). These regulations came into force from December 01, 2015. Regulation 9 of LODR mandates the listed entities to formulate a Policy for preservation and archiving of documents. The Board of Directors have in their meeting held on 30th May, 2019 reviewed and considered this policy to align the same as per the applicable acts and regulations. The regulation requires the Board to frame a policy for Preservation of documents classifying them into following 2 (two) categories:

- (a) Documents whose preservation shall be permanent
- (b) Documents to be preserved for not less than eight years

Provided that the Company may keep documents specified in clauses (a) and (b) in electronic mode.

Besides above, as per applicable provisions of the Companies Act, 2013, certain documents are required to be preserved permanently or up to a certain prescribed time. Accordingly this policy has been framed keeping in view, inter alia, the requirements of LODR and Companies Act, 2013.

The documents that are required to be maintained under this Policy are preserved considering their importance, usefulness, and information. The company recognizes that documents whether in physical or in electronic mode forms an important and integral part of Company’s records. The preservation of Documents is important in order to ensure minimum access to the records, its retrieval and authentication.

Applicability:-

This policy is applicable to all the Documents maintained in physical and electronic mode by the Company.

The Documents not covered under this Policy shall be preserved and maintained in accordance with the provisions of the respective Acts, Rules, Guidelines and Regulations as applicable under which those documents are maintained.

DEFINITIONS

- 1.1 “**Act**” means the Companies Act, 2013 and rules made there under, as amended from time to time.
- 1.2 “**Board**” means the Board of Directors of the Company.
- 1.3 “**Key Managerial Personnel**” in relation to a Company means –
- The Chief Executive Officer or Managing Director or the Manager
 - Company Secretary
 - Whole-Time Director
 - The Chief Financial Officer; and
 - Such other as may be authorised by the Board from time-to-time.
- 1.4 “**Policy**” means this Preservation Policy, as may be amended from time-to-time.

OBJECTIVES

The corporate records are important assets of the company. Corporate records include essentially all records, whether paper or in electronic form. A record may be in the form of a memorandum, an e-mail, a contract or a case study and includes computerized desk calendar, an appointment book or an expense record etc.

The purpose of this Policy is to ensure that all the necessary documents and records of the Company are adequately protected and preserved as per the statutory requirements and to ensure that the records of the Company which are no longer needed or are of no value are discarded after following the due process for discarding the same.

This Policy is also for the purpose of aiding employees of the Company in understanding their obligations in retaining and preserving the documents and records which are required to be maintained as per the applicable statutory and regulatory requirements.

The following aspects are considered while arriving at the preservation period:

- Companies own information retrieval needs (reference value).
- Statutory requirements under respective statutes
- Litigation Requirements
- Easy Retrieval
- Ensure that unwanted records do not occupy storage space

MAINTENANCE OF RECORDS

Digital Records:-

The content and essential characteristics of digital records must remain unchanged through preservation. Digital records can be maintained in forms such as emails, web pages or database records, plus scanned versions of paper records that have been digitized in business processes.

Physical Records:-

Physical records to be maintained in books and files. A reproduction of any original record shall be certified by a Director, Chief Executive Officer, Authorised Signatory or the Company Secretary of the Company to be a true and accurate reproduction of the original of such record.

POLICY ON PRESERVATION OF DOCUMENTS

Broadly, there are two kinds of Company records

- i. Preserved permanently
- ii. Temporarily
- iii. Others

➤ **The following documents shall be preserved permanently:**

- Certificate of incorporation and copies of all documents and information relating to incorporation and matters incidental thereto.
- Certificate of change of name
- Audited Financial Statements
- Memorandum and Articles of Association, as amended from time to time.
- Minutes of the General Meetings and resolution passed by Postal Ballot, Minutes of the Meeting of Creditors, Board Meetings and/or Committee Meetings, whether in physical or in electronic form with/without Timestamp.
- Circular Resolutions
- Statutory Registers including the Register of Members along with an index of the names in Form MGT-1; Register of Charges in Form CHG-7, Register of Renewed and Duplicate Share Certificates in Form SH-2; Register of investments not held in its own name by the Company in Form MBP 3, Register of Contracts with Related Party and Contracts and Bodies etc. in which directors are interested in Form MBP- 4, Register of loans, guarantee, security and acquisition made by the Company in Form MBP 2. The foreign register of Members shall be preserved permanently, unless it is discontinued and all the entries are transferred to any other foreign register or to the principal register.
- Listing Agreement duly entered with Stock Exchanges
- Trading approval relating to listing of securities.
- Offer documents for Public Issue and Private placement of securities filed with Securities and Exchange Board of India.

- Confirmation of all Corporate Actions in respect of allotment of securities.
- Intimation of allotment of ISIN for securities issued
- Registers of Records and Documents destroyed.
- Tax Exemption and Related documents, Tax Bills, receipts and payments
- Court Orders
- Original Purchase and Sale Agreement of Property, Property Card, Index II, and Ownership records issued by Government Authority, Property Insurance papers.

➤ **The following documents shall be maintained for not less than 8 years or such other period as may be prescribed under any law for time being in force:**

- Books of Accounts including vouchers relevant to any entry in such Books of Accounts shall be maintained from the end of Financial Year or completion of assessment under Income Tax, whichever is later.
- Annual Returns under Section 92 of the Companies Act, 2013 and copies of all certificates and documents required to be annexed thereto shall be maintained from the date of filing of the same with the concerned Registrar of Companies.
- Annual Reports containing annual financial statements, Directors report, Auditor's Report, etc.
- Declaration by Directors under Section 164 of the Companies Act, 2013, shall be maintained from the end of the financial year to which it relates.
- Declaration by Directors under Section 184 of the Companies Act, 2013, shall be maintained from the end of the financial year to which it relates.
- Consent and Resignation Letters received from the Directors.
- Office copies of Notice of General Meeting and related papers.
- Office copies of Notices, Agenda, Notes on Agenda and other related papers of the Meetings of the Board and Committees shall be maintained for 8 financial years and shall be destroyed with the approval of the Board.
- Proof of dispatch and delivery of the Notice or Agenda or Notes on Agenda to the Directors shall be maintained for as long as they remain current or for 8 financial years, whichever is later.
- Attendance Register of the Board and its Committee Meetings shall be maintained for 8 financial years and shall be destroyed with the approval of the Board.
- Attendance Register and Attendance slips for Annual/ Extraordinary General Meeting.
- Proxy forms.

- The postal ballot and all other papers or registers relating to postal ballot including voting by electronic means.
- Statutory Forms except for routine compliances.
- Scrutinizers Reports.
- Central Government approvals received shall be maintained for as long as they remain current or for 8years, whichever is later.
- License & Permissions received shall be maintained for as long as they remain current or for 8 years, whichever is later.
- Instrument creating charge or modification thereon shall be maintained from the date of creation/satisfaction of charge by the Company.
- Register of Deposit shall be maintained from the financial year in which the latest entry is made in the Register.
- The Register of Debenture holders or any other security holders along with the index shall be maintained from the date of redemption of debentures or securities.
- Foreign register of debenture holders or any other security holders shall be maintained from the date of redemption of such debentures or securities.
- NSDL/CDSL Files
- Agreement with the Share Transfer Agent, Depositories.
- Advertisements published.
- All documents/information filed with Stock Exchanges under Listing Regulations.
- Press Releases/Public filings made or Disclosures/correspondence made/received or any clarification given by the Company, from time to time, under the Listing Regulation, SEBI Regulations, SEBI PIT Regulations, SEBI Takeover Regulations, SEBI ICDR Regulations, Companies Act, 1956/2013 and any other Law/Rule/Regulations, as applicable, to the statutory or legal authority, for the time being in force.
- Representation letters.
- Dividend Payment Records and list of Unpaid Dividend.
- Records pertaining to Income Tax, Service Tax, Excise, TDS, Employment & Personal Records, Intellectual Property and Trade Secrets and records pertaining to any other applicable laws on the Company shall be maintained in accordance with such relevant laws as applicable or 8 years, whichever is later.
- Legal files shall be maintained for 8 years or till the completion of the case, whichever is later.
- Annual Plans and Budgets, Bank Statements, Investment Records.

- Contracts, Agreements and Related correspondence (including any proposal that resulted in the contract and other supportive documentation) shall be maintained for 8 years after termination or expiration of contracts.
- Journal Entry support data, Inspections Reports pertaining to Insurance Records.
- Details of transcripts or records of proceedings of Meetings with analysts and other investor relations conferences which are required to be disclosed on the website of the Company.
- Personnel Records such as Payroll Registers, Bonus, Gratuity and other Statutory Records.
- Any other register /documents required by any law, for the time being in force.

➤ **The following documents, which are not covered under above 2 headings shall be maintained as follows:**

- Share certificate related books and documents shall be maintained for a period of 30 years and in case of disputed cases, shall be maintained permanently.
- Share certificates surrendered to company immediately be defaced by stamping or printing the word “cancelled” in bold letter) shall be maintained for a period of 3 years from the date on which they were surrendered. The same shall be destroyed under the authority of a resolution of the Board of Directors and in the presence of a person duly appointed by the Board.
- Project documents and related correspondence (including any proposal of the Project and its approval) shall be maintained for 5 years after completion of project.
- General Correspondence relating to Accounts and Finance shall be maintained for 3 years.
- Legal Memoranda and Opinions including subject matter files shall be maintained for 3 years after the close of legal matter.
- Litigation files shall be maintained for 3 year after close of the Litigations.
- Correspondence and memoranda pertaining to routine matters and having no significant impact, lasting consequences shall be maintained for 3 years e.g.
 - 1) Routine letters, notes that require no acknowledgement or follow up, such as inter office memo, letters for transmittal ad plans for meetings etc
 - 2) Letters of general enquiry and replies that complete cycle of correspondence
 - 3) Letter requesting specification that have no further value after change of name/address.

4) Other letters of inconsequential subject matter or that definitely close correspondence to which no furtherance will be necessary.

- Group Insurance Plans shall be maintained until plan is amended or terminated
- Insurance claim records shall be maintained till settlement is over and claim money is received
- Correspondence relating to insurance policies and internal memo pertaining to non-routine matters or having significant lasting consequences shall be maintained for as long as they remain current or for 3 years, whichever is later.
- Inward file giving information about the various correspondences received from outside agencies requiring secretarial action shall be maintained for 3 years after the correspondence is closed.
- Employees Medical Records, Time office Records and Leave Cards, Unclaimed Salary Records, Employees Information Records shall be maintained till 3 years after separation of employee.

➤ **Preservation of Electronic mail**

- All e-mails received from Internal and External Sources may be deleted after 8 years.
- Employees will strive to keep their e-mails related to business issues
- All Emails related to business issues should be downloaded to a server or user directory on server.
- Employees are requested to take care not to send proprietary or confidential internal e-mails to outside sources
- All e-mails of Employees which are important should be copied to the employees' folder.

➤ **Preservation of documents beyond the period prescribed**

Notwithstanding anything contained in this Policy, if the Stock Exchange or Securities and Exchange Board of India or the concerned Registrar of Companies or Central Government or any other competent authority for the time being in force, by order in writing, directs the Company to preserve any of the documents/records, beyond the period specified for Retention, the retention period of such documents shall be governed by such Order of the appropriate authority.

In the event the Company is served with any Notice for documents from any Statutory Authorities or any Litigation is commenced by or against the Company, than the disposal of documents which are subject matter of Notice/Litigation, etc. shall be suspended till such time the matter is resolved or disposed of.

CUSTODY OF DOCUMENTS/RECORDS

The documents/records shall be kept in the custody of respective Head of the Departments responsible for creation and maintenance of such documents/records of the Company.

Further, the place of keeping of such documents/records shall be as per the applicable provisions of the laws/rules/regulations under which they are maintained/created and shall be subject to specific resolutions passed by the Board from time to time with regard to keeping of such documents/records of the Company.

➤ **Modes of Preservation**

Records/documents may be preserved either physically or in electronic form.

➤ **Responsibility for destruction of records**

The head of the Department concerned, who shall be responsible for creation and maintenance of records pertaining to a department; shall take care of destruction of records in terms of this policy.

➤ **Disposal of documents**

Disposal of documents (whose preservation shall not be permanent in nature) shall be done in presence of respective head of the department

While disposing the documents, it shall be ensured that the document is properly destroyed and cannot be retrieved.

➤ **Authority for monitoring the policy**

The Board shall be responsible for monitoring the policy

➤ **Disclosures**

This policy will be communicated to all employees and other concerned persons of the Company and be disclosed on the Company's website

➤ **Miscellaneous**

Any terms used in this policy but not defined herein shall have the same meaning ascribed to it in the LODR regulations, the Companies Act, 2013 or any other relevant legislation/law applicable to the Company

➤ **Amendment**

Any subsequent amendment/modification in the Listing Regulations, the Companies Act, 2013 and/or other applicable laws in this regard shall automatically apply to this Policy.

The Board of Directors may amend this policy, as and when deemed fit.