

PALASH SECURITIES LIMITED

POLICY ON PRESERVATION OF DOCUMENTS INCLUDING ARCHIVAL

1. Why this policy?

The Corporate world is chock-full of Documents (defined below), in its day to day chores. This holds true not only for physical Documents but also Documents that are dealt with digitally. A policy on preservation of such Documents would ensure in safe-keeping of the records and safeguard the Documents from getting manhandled, while at the same time avoiding superfluous inventory of Documents. The Company, therefore, makes this policy, in pursuance to Regulation 9 read with Regulation 30(8) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations"), on preservation of the Documents to aid the employees in handling the Documents efficiently either in physical form or in electronic form. It not only covers the various aspects on preservation of the Documents, but also the safe disposal/destruction of the Documents as well as archival of Documents.

2. Definitions –

2.1 "*Act*" means the Companies Act, 2013.

2.2 "*Applicable Law*" means any law, rules, circulars, notifications, guidelines or standards under the Companies Act and other Corporate / Securities Laws wherein the preservation of the Documents has been prescribed.

2.3 "*Authorised Person*" means any person duly authorised by the Board, Managing Director or any Whole time Director of the Company.

2.4 "*Archival*" means accumulation of Documents in digital mode that has been selected for long-term preservation on grounds of their legal, commercial, cultural, historical, and evidentiary value.

2.5 "*Board*" means the Board of directors of the Company or its Committee.

2.6 "*Company*" means Palash Securities Ltd.

2.7 "*Current Document(s)*" means any Document, that still has an ongoing relevance with reference to any ongoing litigation, proceedings, complaint, dispute, contract or any like matter.

2.8 "*Document(s)*" refers to documents, writings, papers, notes, agreements, deeds, contracts, summons, notices, advertisements, requisitions, orders, declarations, forms, correspondence, minutes, indices, registers and or any other record/s, required under or in order to comply with the requirements of any Applicable Law, whether issued, sent, received or kept in pursuance of the Act or under any other law for the time being in force or otherwise, maintained on paper / print form or in Electronic Form and does not include multiple or identical copies.

2.9 "*Electronic Record(s)*" means the electronic record as defined under clause (t) of sub-section (1) of section 2 of the Information Technology Act, 2000.

2.10 “*Electronic Form*” means any contemporaneous electronic device such as computer, laptop, compact disc, floppy disc, space on electronic cloud, or any other form of storage and retrieval device, considered feasible, whether the same is in possession or control of the Company or otherwise the Company has control over access to it.

2.11 “*Maintenance*” means keeping Documents, either physically or in Electronic Form.

2.12 “*Preservation*” means to keep in good order and to prevent from being altered, damaged or destroyed.

2.13 “*Regulations*” means the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

The words and phrases used in this Policy and not defined here shall derive their meaning from the Applicable Law.

3. Coverage

This Policy is intended to guide the Company and its officer on maintenance of any Documents, their preservation and disposal as well as their archival

4. Classification

The preservation of Documents shall be done in the following manner

- a) Where there is a period for which a Document is required to preserved as per Applicable Law, for the period required by Applicable Law.
- b) Where there is no such requirement as per Applicable Law, then for such period as the document pertains to a matter which is “Current”.
- c) In case of any other Document, for such period, as a competent officer of the Company required to handle or deal with the Document takes a considered view about its relevance; Provided that generally speaking, a Document may be preserved for a period of 4 years from the date on which the Document was originated.

 **An indicative list of the Documents and the time-frame of their preservation is provided in Annexure- I**

5. Modes of preservation

5.1 The Documents may be preserved in

- 5.1.1 Physical form or
- 5.1.2 Electronic Form.

5.2 The officer of the Company required to preserve the Document shall be Authorised Person who is generally expected to observe the compliance of requirements of Applicable Law

5.3 The preservation of Documents should be such as to ensure that there is no tampering, alteration, destruction or anything which endangers the content, authenticity, utility or accessibility of the Documents.

5.4 The preserved Documents must be accessible at all reasonable times. Access may be controlled by Authorized Person with preservation, so as to ensure integrity of the Documents and prohibit unauthorized access.

6. Custody of the Documents

6.1 Subject to the Applicable Law, the custody of the Documents shall be with the Authorized Person as may be decided from time to time by the Board or Board delegated committees. Where the Authorized Person tenders resignation or is transferred from one location of the Company to another, such Person shall hand over all the relevant Documents, lock and key, access control or password, or Company Disc, other storage devices or such other Documents and devices in his possession under the Policy to the Unit Head/Key Managerial Personnel or to such other person as the Unit Head/Key Managerial Personnel may authorise for the time being. The Board may also authorise such other person as it may deem fit as the Authorized Person.

6.2 Information of the cessation or transfer of the Authorized Person is to be also intimated to the legal and information technology department of the Company.

7. Authority for approval of Policy

The Board shall have the authority for approval of this policy in pursuance to the Regulations. This authority has been granted *via* the Regulations.

8. Authority to make alterations to the Policy

The Board is authorized to make such alterations to this Policy as considered appropriate, subject, however, to the condition that such alterations shall be in consonance with the provisions of the Acts and Regulations.

9. Destruction of Documents

9.1 Destruction as a normal administrative practice usually occurs because the records are duplicated, unimportant or for short-term use only. This applies to both Physical and Electronic Documents.

9.2 The temporary Documents, excluding the Current Document(s) shall be destroyed after the relevant or prescribed period, by the Authorized Person in whose custody the Documents are stored, after the prior approval of the Board or any other authority as required under the Applicable Law pursuant to which the Documents have been preserved. The categories of Documents may be destroyed as normal administrative practice are listed in **Annexure - II**

9.3 A register of the Documents disposed/destroyed shall also be maintained. It shall state the brief particulars of the Documents destroyed, date of Board / other approvals, date of disposal/destruction and the mode of destruction.

9.4 The entries in the register shall be authenticated by the Authorised Person.

✚ The format of the register has to be in accordance with Annexure-III.

10. Archiving of Documents which are hosted on the Company's website

Recognizing the need to ensure the preservation and availability of the Documents of the Company after their required regulatory preservation period, for any legal, administrative, and historical purposes, the Company adopts the following archival policy in respect of Documents which are hosted on the website of the Company:-

10.1. All Documents generated, disclosed or received by the Company, on its website, for the purpose of shareholder communication, are the properties of the Company and constitute archival material.

10.2. Archival material of the Company shall not be destroyed or purged without the approval of the Authorised Person.

Provided that nothing contained herein shall be deemed to lead to an exception in case of an accidental deletion, or deletion due to any system flaw, virus, or any other deletion, inaccessibility or loss due to any reason other than deliberate and determinate deletion.

10.3. Material so selected for preservation shall be sent to the Company archives in the category of Libraries.

10.4. The Authorised Person, in consultation with the Board, will be responsible for deciding how long archival material is to be retained in and under the direct control of the officer concerned, if the law does not specify any time period. The period shall not be less than 3 years.

10.5. With reference to the pretext, the Documents submitted to the stock exchange, to be hosted on the website for the purpose of compliance with disclosure norms shall also be archived.

a. Archiving of the Documents to be submitted to the stock exchange, in terms of the Regulations, shall be done after the lapse of the preservation period of 5 years, as per the archival policy.

b. For the Documents to be submitted to the stock exchange to comply with disclosure norms as required by any other Applicable Law, the Documents are to be archived after the lapse of the specified/required time period.

11. Maintenance of Documents in Indexed form

11.1 For ease of record reference, the Documents needs to be preserved in an indexed form. The Documents may be indexed appropriately by the Authorised Person. The index needs to be updated as and when any changes occur in the records.

11.2 The index needs to be maintained for both physical form as well as the Electronic Form of Documents

11.3 The index may be maintained in both physical form as well as Electronic Form.

12. Conversion of the form in which the Documents are preserved

12.1 The physical Documents preserved may be converted, whenever required or felt necessary, into electronic form to ensure ease in maintenance of records and efficient utilization of space.

12.2 This will be done after obtaining prior approval of the Board.

13. Authenticity

Where a Document is being maintained both in physical form and in Electronic form, the authenticity with reference to the physical form should be considered for every purpose.

14. Interpretation

In any circumstance where the terms of this policy differ from any existing or newly enacted law, rule, Regulation or standard governing the Company, the law, rule, Regulation or standard will take precedence over these policies and procedures until such time as this policy is changed to conform to the law, rule, Regulation or standard.

The above policy is approved, adopted and made effective by the Board of Director vide its meeting held on 30 March 2017.

Annexure – I

➤ Indicative list –

PERMANENT PRESERVATION	TEMPORARY PRESERVATION
<u>Companies Act, 2013</u>	
<ul style="list-style-type: none"> • The memorandum and articles of the company • Affidavit from the subscribers to the memorandum and from persons named as the first directors • Register of members • Books and Documents relating to the issue of share certificates, including the blank forms of share certificates • The foreign register of members • Register of charges • Minutes book of general meeting • Register of particulars of loans and guarantees given, securities provided and acquisitions of securities made. • Register of particulars of investments in shares or other securities beneficially held by the company. • Register of contracts or arrangements in which directors are interested. • Register of Renewed and Duplicate Share Certificates. • In case of disputed cases, all books and documents relating to the issue of share certificates, including the blank forms of share certificates 	<ul style="list-style-type: none"> • Register of charges (8 years) or till the charges are satisfied, whichever is later. • Register of debenture holders or any other security holders (8 years from the date of redemption of debentures or securities) • Copies of all annual returns prepared under Section 92 of the Companies Act, 2013 and copies of all certificates and Documents required to be annexed thereto (8 years from date of filing with the Registrar) • Foreign register of debenture holders or any other security holders (8 years from the date of Redemption) • All notices pertaining to disclosure of interest of directors for a period of 8 years from the end of the financial year to which it relates. • All certificates surrendered to a company (3 years from date of surrender) • Register of deposits (not less than 8 years from the date of last entry) • Instrument creating a charge or modification (8 years from date of satisfaction of charge) • The postal ballot and all other papers relating to postal ballot including voting by electronic means, (as long as they remain current or for 8 financial years), whichever is later. • All books and documents relating to the issue of share certificates, including the blank forms of share certificates not less than 30 years
<u>Secretarial Standard</u>	
<ul style="list-style-type: none"> • Minutes of Board meeting and Committee Meetings • Minutes of general meeting 	<ul style="list-style-type: none"> • Office copies of Notices, Agenda, Notes on Agenda and other related papers (as long as they remain current or for 8 financial years), whichever is later. (SS-1) • Proof of circulation of draft and signed minutes (as applicable) (as long as they remain current or for 3 financial years), whichever is later (SS-1) • The attendance register for a period of at least 8 financial years (as long as they remain current or for 8 financial years), whichever is later. (SS-1) • Office copies of Notices, scrutiniser's report, and related papers (as long as they remain current or for 8 financial years), whichever is later (SS-2)

Annexure- II

The following categories of Documents may be destroyed as normal administrative practice:

- catalogues;
- copies of press cuttings, press statements or publicity material;
- letters of appreciation or sympathy, or anonymous letters;
- requests for copies of maps, plans, charts, advertising material or other stock information (subject to Clause 9 and 10 of this Policy);
- calendars, office diaries;
- facsimiles where a photocopy has been made;
- telephone message;
- drafts of reports, correspondence, speeches, notes, spreadsheets, etc. (subject to Clause 9 and 10 of this Policy); and
- routine statistical and progress reports compiled and duplicated in other reports(subject to Clause 9 and 10 of this Policy).

Annexure- III

➤ **The format of the register of Documents disposed/destroyed –**

PARTICULARS OF DOCUMENT ALONGWITH PROVISION OF APPLICABLE LAW	OF	DATE AND MODE OF DESTRUCTION	INITIALS OF THE AUTHORISED PERSON	Date of Approval of the Board / other Authority