



## **POLICY ON PRESERVATION OF DOCUMENTS**

### **1. Introduction**

This Policy is in pursuance to Regulation 9 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), on preservation of documents. The Policy covers various aspects of preservation of documents. The Policy aims to also assist the Company in effecting safe disposal/destruction of documents and keeping a record of such documents disposed of/destroyed.

### **2. Purpose**

Regulation 9 of the Listing Regulations mandates that a listed entity shall formulate a Policy on preservation of documents whether in electronic mode or otherwise, approved by its Board of Directors, classifying them in at least two categories as follows-

- a) documents whose preservation shall be permanent in nature ;
- b) documents whose preservation period is not less than eight years after completion of a relevant transaction.

### **3. Objective**

This Policy contains guidelines for identifying documents as defined in Section 2(36) of the Companies Act, 2013 that need to be maintained, the period of their preservation and their destruction / disposal. This Policy aims to provide efficient and systematic control on the periodicity and destruction of documents

### **4. Definitions**

4.1 “**Act**” means the Companies Act, 2013, Rules framed thereunder and any amendments thereto.

4.2 “**Applicable Law**” means any law, rules, circulars, guidelines or standards under which the preservation of the documents has been prescribed.

4.3 “**Authorised Person**” means any person duly authorised by the Company.

4.4 “**Board**” means the Board of directors of the Company or a Committee of the Board.

4.5 “**Books of Account**” corresponds to the definition of Section 2(13) of the Companies Act 2013.

4.6 “**Company**” means **Kesoram Industries Limited**.

4.7 “**Current Document(s)**” means any document that in the opinion of the Company has an ongoing relevance with reference to any matter concerning the Company.

4.8. “**Document**” corresponds to the definition of “**Document**” as per section 2(36) of the Companies Act 2013;

4.9 “**Electronic Record(s)**” corresponds to the definition of “**Electronic record**” as given in section 2(1) (t) of the Information Technology Act, 2000.

4.10 “**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 provided the same is in possession or control of the Company.

4.11 “**Key Managerial Personnel**” or “**KMP**” corresponds to the definition given in the Companies Act, 2013.

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

4.13 “**Preservation**” means to keep in good order so as to prevent from damage or destruction.

4.14. “**Register**” means documents and records required to be maintained by the Company under:

a. The Companies Act 2013 and Rules thereunder;

b. Securities and Exchange Board of India Act, 1992 and Regulations framed thereunder;

c. Secretarial Standards notified by the Institute of Company Secretaries of India

4.15. “**Records**” means documentary evidence of past events or transactions.

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

Words and phrases used in this Policy and not specifically defined above shall derive their meaning from applicable law.

## **5. Mode of Preservation**

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

## **6. Periodicity of preservation of documents**

1) documents whose preservation shall be permanent in nature

- **Annexure 1** of this Policy contain details of documents whose **preservation shall be permanent** in nature.

2) documents whose preservation period is not less than eight years after completion of a relevant transaction.

- **Annexure 2** of this Policy contain details of documents with **preservation period of not less than eight years** after completion of a relevant transaction.

## **7. Custody of Documents**

Subject to applicable law, custody of the Documents shall be with an Authorised Person, Where the Authorised Person tenders his/her resignation or is transferred from one location of the Company to another, such person shall hand over all relevant documents, lock and key, access control or password, or disc, other storage devices or such other documents and devices in his possession and such authorised person taking possession of documents needs to change the password.

## **8. Responsibility**

The Company Secretary of the Company shall be responsible for monitoring the implementation of this Policy.

## **9. Preservation Location**

The preservation location will be the concerned department. If the location is other than the concerned department, the same should be documented and kept in a file for reference purposes in the respective department.

## **10. Destruction of documents**

All information generated in the course of the Company's business activities that is not required to be retained must be safely destroyed or discarded as soon as practicable, but in any event within 180 days of the completion of the project/assignment/contract. The details of the documents destroyed by the Company shall be recorded in a Register for Disposal of Records by Employees who are disposing of documents in the format prescribed at Annexure 3.

**11. Policy Enforcement**

Failure to comply with this Policy may result in punitive action against the concerned employee. Questions regarding enforcement of the Policy should be referred to the Company Secretary of the Company.

**12. Review and Amendment**

The Policy shall be reviewed as and when required to ensure that it meets the objectives of the Statutory Provisions and remains effective. This Policy shall be reviewed periodically and may be amended from time to time.

**Annexure 1: Documents whose preservation shall be permanent in nature (indicative list)**

| Sl No. | Document  | Place of Preservation   | Reference of provision  | Period                                     |
|--------|---|---|---|--|
| 1.     | Register of Renewed and Duplicate Share Certificates  | Registered office of the company or at such other place where the Register of Members is kept | Rule 6 (3) of Companies (Share Capital and Debenture) Rules, 2014 | Permanent                                  |
| 2.     | Copies of all documents and information as originally filed under section 7(1) (incorporation) till dissolution under the Companies Act, 2013 | Registered office   | Sec 7(4) of the Companies Act, 2013                               | Permanent, till dissolution of the company |

|    |   |   |  |           |
|----|---|---|--|-----------|
| 3. | Share certificate forms and related books and documents –<br><b>Disputed cases</b>  | Registered office   | Rule 7 (3) of the Companies (Share Capital and Debenture) Rules, 2014  | Permanent |
| 4. | Register of Charges   | Registered office   | Rule 10(4) of the Companies (Registration of Charge) Rules, 2014   | Permanent |
| 5. | Register u/s 186 of the Companies Act, 2013 (loan/ guarantee/ security or making an acquisition of securities)  | Registered office   | Rule 12(3) of the Companies (Meetings of Board and its Powers) Rules, 2014   | Permanent |
| 6. | Register u/s 187 of the Companies Act, 2013 (investment held in the name of any other person)   | Registered office   | Rule 14(3) of the Companies (Meetings of Board and its Powers) Rules, 2014   | Permanent |
| 7. | Register of Members along with the index  | Registered office   | Rule 15(1) of the Companies (Management and Administration) Rules, 2014  | Permanent |
| 8. | Minutes of proceedings of general meeting and resolutions passed by postal ballot, meeting of Board of Directors, creditors, committees of the Board and resolutions passed by Circulation. | Registered Office or at such other place as may be approved by the Board. | Rule 25(1)(d) & (e) of the Companies (Management and Administration) Rules, 2014 and Secretarial Standards 1& 2 – clause 8.1& 18.1 | Permanent |

|     |   |                   |  |           |
|-----|---|-------------------|--|-----------|
| 9.  | Register u/s 189 of the Companies Act, 2013 (Register of contracts or arrangements in which directors are interested as per section 184 & 188 of the Act) | Registered office | Rule 16(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 | Permanent |
| 10. | Minutes of all the general, Board & Committee Meetings of the transferor Company as handed over to the transferee company                                 | Registered office | 8.1& 18.1 (Secretarial Standards-1 & 2)                                    | Permanent |

**Annexure 2: Documents with preservation period of not less than eight years after completion of the relevant transactions (indicative list)**

**A) Mandated under Companies Act, 2013**

| <b>Sl. No.</b> | <b>Document</b>  | <b>Place of Preservation</b> | <b>Reference of provision</b>  | <b>Period</b>   |
|----------------|--|------------------------------|--|---|
| 1.             | Register of Deposits accepted or renewed   | Registered office            | Rule 14(3) of The Companies (Acceptance of Deposits) Rules, 2014         | Not less than 8 years from the financial year in which the latest entry is made in the register |
| 2.             | Instrument creating charge or modification thereon   | Registered office            | Rule 10(4) of the Companies (Registration of Charge) Rules, 2014         | 8 years from the date of satisfaction of charge by the company                                  |
| 3.             | Register of debenture holders or any other security holders along with the index   | Registered office            | Rule 15 (2) of the Companies (Management and Administration) Rules, 2014 | 8 years from the date of redemption of debentures or securities.                                |
| 4.             | Copies of all annual returns prepared under section 92 and copies of all certificates and documents required to be annexed thereto | Registered office            | Rule 15 (3) of the Companies (Management and Administration) Rules, 2014 | 8 years from the date of filing with the Registrar of Companies.                                |

|      |  |                   |   |  |
|------|--|-------------------|---|--|
| 5.   | All notices for disclosure of concern/ interest received u/s 184 of the Companies Act, 2013  | Registered office | Rule 9(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 | 8 years from the end of the financial year to which it relates             |
| 6.   | The attendance register of Board & Committee Meetings  | Registered office | 4.1.7 of Secretarial standards -1   | 8 financial years  |
| 7.   | Office copies of Board Meeting Notices, Agenda, Notes on Agenda and other related papers of the company as well as for transferor Company (as handed over to the transferee company) | Registered office | 8.2 of Secretarial Standards-1  | As long as they remain current or for 8 financial years whichever is later |
| 8.   | Office copies of general meeting Notices, scrutinizers report and other related papers of the company as well as for transferor Company (as handed over to the transferee company)   | Registered office | 18.2 (Secretarial Standards-2)  | As long as they remain current or for 8 financial years whichever is later |
| 9.   | Any other register /documents required by any law, for the time being in force   | Registered office |   | 8 financial years  |
| 10.  | All Documents of Transferor Company not mentioned elsewhere  | Registered office |   | 8 financial years  |
| 11.  | Books of Accounts  | Registered office |   | 8 financial years  |
| 12.  | The postal ballot and all other papers or registers relating to postal ballot including voting by electronic means   | Registered office | Rule 22 (11) of the Companies (Management and Administration) Rules, 2014 | 8 financial years *<br>*No time period prescribed by law                   |
| 13.  | Share certificate related books and documents (other than disputed cases)  | Registered office | Rule 7 (3) of the Companies (Share Capital and Debenture) Rules, 2014     | 30 years   |
| 14.# | Share certificates surrendered to company immediately be defaced by stamping or printing the word "cancelled" in bold letters)   | Registered office | Rule 7 (3) of the Companies (Share Capital and Debenture) Rules, 2014     | 3 years from date of which they were surrendered                           |

# For period less than 8 years.

**B) Illustrative list of Documents identified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 apart from Documents mentioned in Annexure 1 & Annexure 2 (Part A)**

| <b>Sl. No.</b> | <b>Document</b>  | <b>Regulation No.</b> | <b>Period</b>     |
|----------------|--|-----------------------|-------------------|
| 1.             | Compliance certificate (for compliance of Reg. 7(2) signed by Compliance Officer & Share transfer agent.   | 7(3)                  | 8 financial years |
| 2.             | Statement giving the 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.                                  | 13(3)                 | 8 financial years |
| 3.             | Quarterly compliance report on corporate governance  | 27(2)                 | 8 financial years |
| 4.             | Prior intimation to the Stock Exchanges about meetings of board of directors   | 29                    | 8 financial years |
| 5.             | Disclosures of any material events or information  | 30                    | 8 financial years |
| 6.             | Statement showing holding of securities and shareholding pattern separately for each class of securities   | 31                    | 8 financial years |
| 7.             | Statement of deviation(s) or variation(s) in the use of proceeds from the objects stated in the offer document or explanatory statement to the notice for the general meeting, for public issue, rights issue, preferential issue etc.                   | 32                    | 8 financial years |
| 8.             | Quarterly and year-to-date standalone/ consolidated financial results including statement of assets and liabilities as at the end of the half-year as referred in Regulation 33(3)(f)  | 33                    | 8 financial years |
| 9.             | Annual Reports   | 34                    | 8 financial years |
| 10.            | Annual Information Memorandum  | 35                    | 8 financial years |
| 11.            | A certificate from a practising company secretary, certifying that all certificates have been issued within thirty days of the date of lodgement for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/ allotment monies. | 40(9)                 | 8 financial years |
| 12.            | Intimation of Record Dates   | 42                    | 8 financial years |
| 13.            | Details regarding voting results of general meetings   | 44                    | 8 financial years |
| 14.            | Any and all kinds of filings with Stock Exchanges, viz. Press Releases, Investor Presentations, etc.   | --                    | 8 financial years |

**Annexure 3: The format of the Register of Documents disposed/destroyed**

| Sl. No. | Particulars of documents destroyed | Date and mode of destruction | Initials of authorised person |
|---------|------------------------------------|------------------------------|-------------------------------|
|         |                                    |                              |                               |
|         |                                    |                              |                               |