# ARCHIVAL POLICY

# OF

# SAEL INDUSTRIES LIMITED

## TABLE OF CONTENTS

**DEFINITIONS AND INTERPRETATION**

1. **Definitions……..……....3**
2. **Interpretation……...…….3**

**INTRODUCTION**

3. **Background & Objective…….4**

**ARCHIVAL POLICY**

4. **Preservation of Documents & Records ……..4**
5. **Disposal of documents & records……5**
6. **Responsibility ……...6**
7. **Policy Review……6**

## DEFINITIONS AND INTERPRETATION

### 1. Definitions

"**Applicable Laws**" shall mean all applicable laws, statutes, enactments, acts of central or state legislature, ordinances, rules, regulations, notifications, guidelines, directions, directives, policies, circulars, decisions and any other pronouncements issued in accordance with the Companies Act, SEBI Act, Listing Regulations or any other law applicable to the jurisdiction of India by any central, state, local, or other governmental, administrative or regulatory authority exercising executive, legislative, judicial, regulatory or administrative functions, including but not limited to RBI and Ministry of Corporate Affairs.

"**Board**" shall mean the board of directors of the Company, as constituted from time to time.

"**Companies Act**" shall mean the Companies Act, 2013, and rules and regulations issued thereunder, as amended from time to time.

"**Company**" shall mean SAEL Industries Limited.

"**Company Secretary and Compliance Officer**" shall mean the Company Secretary and Compliance Officer appointed by the Board.

"**Document/s**" shall include all papers, documents, agreements, filings, forms, memos, correspondences, records, files, books, etc., of the Company, whether in physical or electronic forms.

"**Listing Regulations**" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

"**Policy**" shall mean Archival Policy of the Company.

"**Policy for Determination of Materiality of Events and Information for Disclosures**" shall mean the policy for determination of materiality of events and information formulated pursuant to Regulation 30 of the Listing Regulations, and approved by the Board.

"**RBI**" shall mean the Reserve Bank of India.

"**SEBI Act**" shall mean the Securities and Exchange Board of India Act, 1992, as amended from time to time.

"**Stock Exchanges**" means the National Stock Exchange of India Limited and the BSE Limited.

### 2. Interpretation

Unless defined expressly herein, all capitalised terms used in this Archival Policy shall have the meanings assigned to them under the Companies Act, SEBI Act and rules and regulations thereunder.

## INTRODUCTION

### 3. Background & Objective

Regulation 9 of the Listing Regulations mandates that a listed entity shall have a policy for preservation of documents, 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 with preservation period of not less than eight years after completion of the relevant transactions:

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

Further Regulation 30(8) of the Listing Regulations requires the Company to disclose on its website all such events or information which has been disclosed to stock exchange(s) under this regulation , and such disclosures shall be hosted on the website of the listed entity for a minimum period of five years and thereafter as per the archival policy of the listed entity, as disclosed on its website..

To comply with the above applicable requirements and in order to ensure good system for preservation and archival of documents & records, the Board of Directors of the Company adopts this Policy for preservation and archival of documents & records.

## ARCHIVAL POLICY

### 4. Preservation of Documents & Records

This Policy for preservation of documents & records of the Company, broadly classified in the following categories, which may be preserved, in physical and / or electronic mode:

**List of documents & records whose preservation shall be permanent in nature:**

a) Memorandum of Association and Articles of Association;
b) Certificate of Incorporation;
c) Minutes Books of Board Meetings, General Meetings and Committees' Meetings;
d) Statutory Registers, including register of members and Index thereof as per Companies Act;
e) Licenses and key approvals from the Statutory Authorities;
f) Annual Reports;
g) Property documents owned by Company;
h) Orders passed by any Court or Tribunal or any Authority or Judgment which are final in nature and cannot be superseded;
i) Copyrights, Trademarks, Industrial designs and Patents etc. owned by Company;
j) All other documents which are required to be preserved permanently in accordance with the provisions of applicable Act, rules, regulations, guidelines, circulars, and notifications etc. as may be applicable to the Company from time to time.

All modifications, amendments, additions, deletions to the above documents shall also be preserved permanently by the Company.

**List of documents & records to be preserved for not less than eight years after completion of the relevant transaction(s):**

a) Books of accounts and tax records viz. documents concerning tax assessment, tax filings, tax returns, proof of deductions, appeal preferred against any claim made by the relevant tax Authorities, shall be maintained for a period of 8 (eight) years from end of the relevant assessment year or till the disposal of the appeal against any demand by the highest authority, whichever is later;
b) Attendance registers, notices, scrutinizer's report, agenda, notes to agenda and other related papers of general meetings, board meetings and various committee meetings;
c) Disclosures of Interest received from Directors;
d) Copy of filings and returns that are not permanent in nature, under the provisions of the Companies Act 2013 / SEBI Regulations / other laws;
e) Employment / Personnel record in case of employees of the Company;
f) All Press Releases and publicly filed documents;
g) Legal Memoranda and Opinions;
h) All contracts shall be retained for a period of 8 (eight) Years after the expiry of the term of the contract unless such contract has been a subject matter of dispute in which case the contract and all other related communications / documents shall be preserved for a period of 8 (eight) years after such dispute has been finally adjudicated and the order / judgment cannot be superseded or has not been appealed against within the limitation period;
i) In case any document is required for the purpose of any legal dispute, litigation, proceedings etc. such records shall not be disposed-off and shall be maintained for a minimum period of 8 years from the date of final conclusion of such legal dispute, litigation or proceedings etc;
j) All other documents which are required to be preserved for not less than 8 years in accordance with the provisions of applicable Act, rules, regulations, guidelines, circulars, and notifications etc. as may be applicable to the Company from time to time.

**Documents & records uploaded on the Website of the Company:**

The documents & records uploaded on the website shall be maintained for a period of five years from the date of upload or till the documents & records are relevant, whichever is later. Thereafter, the documents & records can be removed from the main website. The backup of the documents & records which are removed from main website shall be preserved for a minimum period of 3 years and thereafter can be deleted / disposed-off permanently from the server.

**Other documents & records:**

All other documents & records not mentioned above shall be preserved in accordance with the provisions of applicable Act, rules, regulations, guidelines, circulars and notifications etc. and where no time period is prescribed, shall be preserved for a minimum period of 8 (eight) years.

## 5. Disposal of documents & records

After expiry of minimum period as mentioned in this Policy, the same may be disposed-off by the respective function / department. The respective owner responsible for destruction shall ensure that documents & records are disposed-off in an effective manner that leaves no possibility for reconstruction of the records and information contained therein.

## 6. Responsibility

The Head of respective departments of the Company shall be responsible for implementation of this Policy and shall also ensure that the employees understand the Policy and perform the processes and procedures to execute this Policy.

## 7. Policy Review

The Board subject to applicable laws is entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy will be resolved by the Board in line with the broad intent of the Policy.

In the event of any conflict between the provisions of this Policy and of the applicable law dealing with the policy, such applicable law in force from time to time shall prevail over this Policy.