

PRESERVATION OF DOCUMENTS AND ARCHIVAL POLICY

CHAPTER I : PRESERVATION OF DOCUMENT POLICY

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LEGAL FRAMEWORK

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and Companies Act, 2013 imposed certain obligations to formulate and put in place a policy for preservation of documents.

The Board of Directors of Updater Services Limited ("Company") has formulated a policy for "Preservation of Documents" ("Policy") to comply with the requirements of the SEBI Listing Regulations and the applicable provisions of Companies Act, 2013.

- SCOPE

This policy is intended to establish guidelines for the maintenance, management and orderly disposal of corporate records/documents. The Company recognises that all the documents, whether in physical or electronic mode, form an important and integral part of the Company's records. The preservation of documents is important in order to ensure immediate access to the records, its retrieval and authentication.

- PURPOSE

The purpose of the policy is to facilitate the following:

- a. Identification of records that are to be maintained permanently or for any other shorter period of time.
- b. Deciding the mode of preservation of documents, whether in physical form or in electronic form.
- c. Retention of records for the periods required by applicable laws and regulations and for other business reasons for a period of time that will reasonably assure their availability when needed.
- d. Preservation of the confidentiality and security of records/data.
- e. Systematic and non-selective disposal of records not necessary for legal or business reasons.

- DEFINITIONS

- a. "**Act**" means the Companies Act, 2013.
- b. "**Applicable Law**" means any law, rules, circulars, guidelines or regulations issued by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA).
- c. "**Board of Directors**" or "**Board**" shall mean the Board of Directors of the Company, as constituted from time to time.
- d. "**Books of Accounts**" as defined in Section 2(13) of the Act.
- e. "**Company**" shall mean Updater Services Limited.

- f. **“Documents”** refers to papers, records, files, tapes, notes, agreements, notices, agenda, circulars, advertisements, declarations, forms, minutes, registers, correspondences, challans, CDs, DVDs, electronic storage devices, audio/video recordings or any other record 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 or in Electronic Form.
- g. **“Electronic Form”** means any electronic device such as servers, computer, laptop, compact disc, pen drive, 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.
- h. **“Maintenance”** means keeping documents, either physically or in Electronic Form.
- i. **“Preservation”** means to keep in good order and to prevent from being altered, damaged or destroyed.
- j. **“SEBI Listing Regulations”** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Any term, word and phrases not defined herein shall have the same meaning as defined in the Companies Act, 2013, Regulations or any other applicable law or regulation to the extent applicable to the Company.

This policy sets the standards for managing, storing and preservation of documents of the Company broadly classified in the following two categories:

- a. The documents of a permanent nature (listed in Annexure – 1) shall be maintained and preserved permanently by the Company subject to the modifications, amendments, additions, deletions or any changes made therein from time to time:

Provided that all such modifications, amendments, additions, deletions in the documents shall also be preserved permanently by the Company.

- b. The documents to be maintained and preserved for a specified time period after completion of the relevant transactions (listed in Annexure – 2) shall be preserved by the Company for the term not less than eight years after completion of the relevant transactions subject to the modifications, amendments, additions, deletions or any changes made therein from time to time:
 - i. provided that all such modifications, amendments, additions or deletions in the documents shall also be preserved for a term not less than eight years, and;
 - ii. provided further that the Company shall keep the documents as specified above in an electronic mode.

- **AUTHORITY TO MAKE ALTERATION TO THE POLICY**

The Board of Directors are authorized to make such alteration to this policy as considered appropriate, however, subject to the condition that such alteration shall be in accordance with applicable laws, including the provisions of the Companies Act, 2013, as amended (the "**Companies Act**") and the SEBI Listing Regulations.

- **DESTRUCTION OF RECORDS**

The records/ documents preserved shall be reviewed every year or according to the need of the respective departments and actions taken to destroy those records, which are due for disposal wherever required, approval of Board will be taken for disposal of certain documents.

The Company shall maintain a register of disposal of records in the custody of the Company Secretary and Compliance Officer of the Company, wherein the brief particulars of the records disposed of shall be entered.

The register of disposal of records shall contain the following columns:

- a. Item Number;
- b. Brief Particulars of the records disposed of;
- c. Date of approval for disposal of records;
- d. Date of disposal; and
- e. Mode of destruction

This register of disposal of records shall be maintained permanently by the Company with the assistance of the Company Secretary and Compliance Officer either in physical or electronic form.

- **SUSPENSION OF RECORDS DISPOSAL IN THE EVENT OF LITIGATION/CLAIMS**

In the event the Company is served with any notice for documents from any statutory authority or any litigation is commenced by or against the Company, then the disposal of documents including e-mail, which is related to the matter of notice/litigation, etc. shall be suspended until such time the matter is settled or resolved or disposed off. The Company Secretary and Compliance Officer shall immediately inform all employees of the Company for suspension of further disposal of Documents.

- **MODE OF PRESERVATION**

Records/documents may be preserved either physically or in electronic form. Electronic version(s) of all of records are to be maintained within the Company's centralized electronic record software database, which is maintained by the IT Services Department.

- **POLICY REVIEW**

This Policy is framed based on the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Companies Act, 2013. The Board of Directors may subject to applicable laws amend/substitute any provision(s) with a new provision(s) or replace this Policy entirely with a new policy.

If any subsequent changes in the Companies Act or the SEBI Listing Regulations are inconsistent with any part of this Policy, the provisions of the Companies Act 2013 or the SEBI Listing Regulations, as the case may be, shall prevail over the Policy and the provisions in the Policy shall be modified to make it consistent with such applicable law.

CHAPTER II : ARCHIVAL POLICY

1. BACKGROUND

SEBI Listing Regulations requires every listed entity to make available an archival policy on its website. In this context, the following policy has been framed by the Board of Directors of the Company.

2. OBJECTIVES

Pursuant to SEBI Listing Regulations, records are to be retained for the period of their immediate use, unless longer retention is required for historical reference, contractual, legal or regulatory requirements or for other purposes as may be set forth below. Records that are no longer required, or have satisfied their required periods of retention, shall be destroyed as per the procedure prescribed under law.

3. SCOPE

In line with the Company's Policy on Criteria for Determination of Materiality of Events and as per the SEBI Listing Regulations, the Company shall disclose all such events to the Stock Exchanges and such disclosures shall be hosted on the website of the Company for a period of 5 years and thereafter the same shall be archived so as to be available for retrieval for a further period of three years by storing the same on suitable media. Thereafter the said information, documents, records may be destroyed as per the policy on preservation of documents.

4. POLICY REVIEW

The Policy shall be subject to review by the Board. Any amendment made to the policy as deemed necessary from time to time in accordance with the regulatory requirements / amendments or otherwise, shall be reported to the Board for approval and noting at a meeting of the Board.

COMPLIANCE AND VIOLATION

FAILURE TO COMPLY WITH THIS DOCUMENT RETENTION AND ARCHIVAL POLICY MAY RESULT IN DISCIPLINARY ACTION.

ANNEXURE - 1

DOCUMENTS WHOSE PRESERVATION SHALL BE PERMANENT IN NATURE IN THE ARCHIVES OF THE COMPANY

Corporate Records

1. Common Seal
2. Registration Certificate
3. Constitutional documents i.e. Memorandum and Articles of Association of the Company
4. Affidavit from the subscribers to the memorandum and from person named as the first directors
5. Minutes Books of Board, General Meetings and Committees Meetings
6. Statutory Registers
7. License and Permissions
8. Statutory Forms except for routine compliance
9. Scrutinizers Report
10. Register of Member
11. Index of Members
12. Audited Financial Statements
13. Documents related to purchase of shares/investments in an entity
14. Books and documents relating to issue of share certificates

Accounts and Finance

1. Annual Audit Reports and Financial Statements
2. Subsidiary's Account
3. Internal/Cost audit Reports
4. Compliance/Secretarial Audit Report

Tax Records

1. Tax Exemption and Related documents
2. Tax Bills, receipts and payments

Legal Files and Records

1. Court Orders
2. Business / JV/SPA/Loan/Lease Agreements
3. Trade Mark /Copy Rights/Patents

Property Records

1. Original Purchase and Sale Agreement
2. Ownership records issued by Government Authority
3. Property Insurance

Projects

1. Project Documents and Related correspondence (including any proposal of the Project and its approval)

Correspondence and Internal Memo

1. Those pertaining to non-routine matters or having significant lasting consequences

Insurance Records

1. All Insurance Policies

Personnel Records

1. Payroll Registers
2. Bonus, Gratuity and other Statutory Records

Agreement

1. Material Agreements/Contracts

ANNEXURE - 2

DOCUMENTS WITH PRESERVATION PERIOD OF NOT LESS THAN THREE YEARS, EIGHT YEARS OR MORE AFTER COMPLETION OF RELEVANT TRANSACTION AND MISCELLANEOUS

Corporate Records

1. Annual Returns and other Forms filed with MCA
2. Board Agenda and supporting documents
3. Attendance Register
4. Office copies of Notice of General Meeting and related papers
5. Office copies of Notice of Board Meeting / Committee Meeting, Agenda, Notes on Agenda and other related papers
6. All notices pertaining to disclosure of interest of directors
7. Films, Audio, Video, CDs, DVDs, etc
8. Correspondence with Department/Shareholders
9. Instrument creating a charge or modification
10. Any other documents which have been so decided to be preserved by the Function/Department Heads, either under their own respective judgments or as required to be preserved by any specific Law
11. Miscellaneous - Register of Debenture-holders, if any (15 years after the redemption of debentures)
12. Miscellaneous - Index of debenture-holders, if any (15 years after the redemption of debentures)

Accounts and Finance

1. Annual Plans and Budgets
2. Books of Accounts, Ledgers and Vouchers
3. Sales Invoice & Purchase Invoice
4. Bank Statements
5. Investment Records
6. RBI Returns
7. Foreign Trade documents
8. Miscellaneous - General Correspondence (3 Years)

Tax Records

1. Excise/Customs Records
2. Tax Deducted at Source Records
3. Income Tax papers
4. GST/Service Tax papers
5. VAT / CST / State Sales Tax

Above records needs to be maintained for 8 years from the end of the Financial Year or completion of assessment under the applicable law is over whichever is later.

Legal Files and Records

1. Contracts, Agreements and Related correspondence (including any proposal that resulted in the contract and other supportive documentation)
2. Miscellaneous - Legal Memoranda and Opinions including subject matter files (3 years after the close of the matter)
3. Miscellaneous - Litigation files

Correspondence and Internal Memo

1. Correspondence and memoranda pertaining to routine matters and having no significant impact, lasting consequences e.g.
 - Routine letters, notes that require no acknowledgement or follow-up, such as inter office memo, letters for transmittal and plans for Meetings;
 - Letters of general enquiry and replies that complete the cycle of correspondence; (3 Years)

Insurance Records

1. Journal Entry support data
2. Inspection Reports
3. Miscellaneous
4. Claims records (Till settlement is over and claim money is received)
5. Group Insurance Plans (Until plan is amended or Terminated)

Personnel Records

1. Time office Records and Leave Cards
2. Unclaimed Wages Records
3. Employees Information Records
4. Statutory Returns /Reports
5. Miscellaneous - Employees Medical Record (3 years after separation)

Electronic Records

1. 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.
2. Web Page Files : Internet cookies
 - All workstations Browsers should be scheduled to delete Internet cookies once per

month.

The Company does not automatically delete electronic files beyond the date specified in the Policy. It is the responsibility of all Employees to adhere to the guidelines specified in this Policy. Each month the Company will run backup copy of all Electronic files including email on servers. This backup is safeguard to retrieve lost information within 1 year retrieval period should the documents on network experience problems. The backup copy is considered a safeguard for the record retention system of the Company.