

## **POLICY FOR PRESERVATION OF DOCUMENTS**

### **I. PREAMBLE**

The Securities and Exchange Board of India ("SEBI") vide its Notification dated September 02, 2015 has issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Regulations"). In terms of the above Regulations, Gillanders Arbuthnot and Company Limited ("the Company") is now required to adopt the policy on preservation of the documents to aid the employees in handling the documents efficiently. It not only covers the various aspects on preservation of the documents, but will also be beneficial for the safe disposal/destruction of the documents and keeping a record of the same. The Company has adopted the Policy for Preservation of Documents ("the policy") in terms with Regulation 9 of the Regulations.

### **II. DEFINITIONS**

- a. **"Act"** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- b. **"Applicable Law"** means any law, rules, circulars, guidelines or standards under which the preservation of the Documents has been prescribed.
- c. **"Authorized Person"** means any person duly authorised by "Managing Director and CEO" of the Company.
- d. **"Board"** means the Board of Directors of the Company.
- e. **"Company"** means "Gillanders Arbuthnot and Company Limited."
- f. **"Current Documents"** means any document that has an ongoing relevance with reference to any ongoing litigation / proceedings / complaint / dispute / contract or any like matter.
- g. **"Document"** includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.
- h. **"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.
- i. **"Officer"** means KMP's, Senior Management Personnel and such other Authorized Person of the Company.



- j. **"Listing Regulations"** means the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, which include modifications /clarifications /circulars thereof.
- k. **"Maintenance"** means keeping Documents, either physically or in Electronic Form.
- l. **"Preservation"** means to keep in good order and to prevent from being damaged or destroyed.

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

### **III. POLICY**

This Policy is intended to guide the Company and its officer on maintenance of any documents, their preservation and disposal.

### **IV. MODES OF PRESERVATION**

- a. The Documents may be preserved in:-
- i. Physical Form or
  - ii. Electronic Form
- b. The Officer of the Company is required to preserve the Document and has to comply with the requirements of Applicable Laws and this Policy.

### **V. 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 be preserved as per Applicable Law, for the period prescribed 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 covered under the definition of current documents.

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

### **VI. CUSTODY OF DOCUMENTS**

Subject to the Applicable Law, the custody of the Documents shall be with the Officers of the Company.







## **VII. DESTRUCTION OF DOCUMENTS**

After the expiry of the retention period, the preserved documents may be destroyed in such mode under any instructions approved by the Officers of Company. Destruction of documents as a normal administrative practice will also be followed for the records which are duplicate/unimportant/irrelevant.

## **VIII. COMPANY'S POWER/AMENDMENTS**

The Company reserves its right to amend, suspend, modify or rescind this Policy in whole or in part, at any time without assigning any reason whatsoever. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and promote the objective of good corporate governance.

**Date: November 14, 2015**





**Annexure – I**

**Indicative List –**

<b>Permanent Preservation</b>	<b>Temporary Preservation</b>
<ul style="list-style-type: none"> <li>❑ The memorandum and articles of the company.</li> <li>❑ Documents relating to incorporation of the Company</li> <li>❑ Register of members.</li> <li>❑ Books and Documents relating to the issue of share certificates.</li> <li>❑ Register of Charges</li> <li>❑ Register under section 186 of the Act, 2013 for Loans/investment/ guarantees or securities provided</li> <li>❑ Register under section 189 (register on contracts / arrangements in which directors are interested as per section 184 / 188 of the act.</li> <li>❑ Minutes book of Board / Committee / general meeting, resolutions passed by postal ballot, resolutions passed by circulations.</li> <li>❑ Register for Transfer &amp; Transmission of Shares.</li> </ul>	<ul style="list-style-type: none"> <li>❑ 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)</li> <li>❑ Register of renewed and duplicate share Certificate (not less than 30 years)</li> <li>❑ All notices pertaining to disclosure of interest of directors.</li> <li>❑ All share certificates surrendered to a company (3 years from date of surrender)</li> <li>❑ Register of deposits (not less than 8 years from the date of last entry)</li> <li>❑ Instrument creating a charge or modification (8 years from date of satisfaction of such charge)</li> <li>❑ Attendance Register for Board/ Committee meetings/ General Meetings (8 financial years)</li> <li>❑ Office copies of General Meeting Notices, scrutinizer's report, and related papers (8 financial years).</li> <li>❑ Office copies of Board Meeting Notices, Agenda, notes on agenda and other related papers (8 financial years)</li> <li>❑ Disclosures prescribed under SEBI (LODR) Regulations, SEBI (PIT) Regulations, SEBI (SAST) Regulations (8 financial years)</li> <li>❑ Dividend payment records (10 financial years)</li> <li>❑ Books of Accounts (8 financial years)</li> <li>❑ Annual Reports (10 financial years)</li> </ul>

