

# **POLICY ON PRESERVATION OF DOCUMENTS**

## **POLICY ON PRESERVATION OF DOCUMENTS**

[Pursuant to Regulation 9 of SEBI  
(Listing Obligations and Disclosures Requirements) Regulations, 2015]

### **1. Preamble and background**

The Securities and Exchange Board of India ("SEBI"), vide its notification dated September 2, 2015 has issued SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ["Regulations"]. Regulation 9 of said Regulations requires every Listed Company to have a policy on Preservation of Documents/records maintained by the Company.

During the course of business, the Company generates several documents either in physical or in electronic mode. Most of the documents are useful for a short period of time and are kept for certain period, but some documents may be required to be maintained permanently during the life time of the Company. In order to preserve such documents, the Company needs to implement a plan to ensure that all necessary documents remain in good condition over a period of time. Accordingly, in this context Board of Directors of the Company Paisalo Digital Limited is required to formulate a "Policy on Preservation of Documents".

### **2. Definitions**

**"Act"** means the Companies Act, 2013, Rules framed thereunder and any amendments thereto.

**"Board"** means the Board of Directors of the Company or its Committee.

**"Company"** means Paisalo Digital Limited.

**"Current"** means running matter or whatever is at present in course passage.

**"Current Document(s)"** means any Document that still has an ongoing relevance with reference to any ongoing matters, litigations, proceedings, complaints, disputes, contracts etc.

**"Document(s)"** shall include papers, notes, agreements, notices, advertisements, requisitions, orders, declarations, forms, correspondence, minutes, indices, registers, files, books, CDs, DVDs, tapes and/or any other records required to be maintained under or in order to comply with the requirements of any applicable law for time being in force, but does not include multiple or identical copies.

**"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.

**"Maintenance"** means keeping documents, either physically or in Electronic form.

**"Policy" or "this Policy"** means Policy on Preservation of Documents.

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

**"Regulations"** or **"SEBI (LODR) Regulations, 2015"** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015

All other words, terms and expressions used but not defined in this policy, shall have the same meaning as respectively assigned to them in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the Companies Act, 2013 or rules and regulations made thereunder, or any statutory modification or re-enactment thereto, as the case may be.

### 3. **Scope**

This policy shall govern the maintenance and preservation of documents as per applicable statutory and regulatory requirements.

This policy shall be applicable to all the departments of the Company. It ensures that the Company maintain both electronic and physical documents as per various statutory requirements and subject to same degree of confidentiality and care.

### 4. **Objective**

Along with the compliance of Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the main objective of this policy is to ensure that all the statutory documents are preserved in compliance with the statutes and as per policy framed in compliance of the Regulations and to ensure that the records which are no longer required or are of no value may be discarded after following the due process of discarding the same.

### 5. **Purpose**

**The purpose of this policy is highlighted as under:**

- To establish the framework needed for effective management of the documents and set principles for Company's approach to preserve them.
- Identification and categorisation of the statutory registers, documents and other records to be maintained either for particular period or permanently.
- To ensure safe disposal of documents, which are not required to be preserved permanently.
- Aiding employees of the Company in understanding their obligations in retaining and preserving the documents and records.

## 6. Guidelines

Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 provides that the 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 relevant transactions.

**Accordingly, the Company has classified the preservation of documents to be done in following manner:**

- a. documents that are permanent in nature and needs to be preserved and retained permanently during the entire life of the Company;
- b. documents that are temporary in nature to be preserved and retained for a period of not less than 8 years or such other period as may be prescribed under any applicable law for the time in force and thereafter the records may be destroyed.
- c. where there is no such requirement as per applicable law then for such period as the document pertains to matter which is "Current".
- d. In case of any other document, for such period, as a competent officer of the Company require to handle or deal with the Document takes a considered view about its relevance.

An indicative list of Documents and time-frame of their preservation is provided in Annexure-A

## 7. Preservation of Documents

The Documents as provided in indicative list of documents and time-frame of their preservation in Annexure-A and those which are required to be maintained under various laws as applicable on the Company shall be preserved as per the provisions contained therein.

The indicative list of documents and time-frame of their preservation is annexed herewith as **Annexure-A** for the guidance of the concerned departments of the Company.

It shall be the responsibility of the Head of concerned departments to keep the annexed indicative list of documents and time-frame of their preservation updated from time to time to ensure that it is in compliance with the various laws applicable to their respective departments and for this purpose, they shall communicate any changes desired in the above mentioned list to the Company Secretary or Board of Directors of the Company.

In case of any inconsistency in the annexed indicative list and the provisions of various laws applicable to the Company, such provisions shall prevail.

The Documents mentioned in the indicative list annexed herewith can be maintained by the Company in physical or electronic or digital mode if permitted under the applicable law.

The Head of concerned departments or the person(s) so authorised shall be responsible to preserve the document and who is generally expected to observe the compliance of statutory requirements as per applicable law.

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

The preserved documents must be accessible at all reasonable times. Access may be controlled by the Head of concerned departments/Authorised Person with preservation, so as to ensure integrity of the documents and prohibit unauthorised access.

## **8. Destruction of documents**

After the expiry of preservation period as specified in the annexed indicative list of documents and time-frame of their preservation, such documents which are no longer required, may be destroyed by the concerned department after obtaining approval of Chairman or Managing Director of the Company. The records of the documents destroyed shall be maintained by concerned department in the Register for Disposal of Records in the format prescribed at **Annexure-B** and shall be produced whenever required by the concerned authority/auditors.

In case any specify procedure is prescribed under the applicable law for destruction of the documents, the same shall be followed by the Company.

Where the Company has been served with any notice requisitioning documents from any of the Statutory Authorities or any litigation is commenced by or against the Company, in such cases the destruction of the related documents shall be suspended till such time the matter is settled or resolved or disposed off finally.

## **9. Archival of documents**

Documents mentioned in the indicative list as annexed as Annexure-A which are not required regularly can be archived by the concerned department in the following manner:

Documents to be archived should be kept in the storage locations earmarked by the Company for the purpose in the secured place or cupboard having access only by the authorised personnel.

If considered appropriate, services of external archival agencies may be utilized.

Documents should be boxed and the box should be labelled with the reference number and list of the files/documents. List of documents contained in the box should be kept inside the Box and shall be kept by the concerned department.

Documents should be stored in a way that preserves their integrity and readability and restricted access to authorised personnel only.

The medium used to store documents shall be such that those documents remain complete and legible throughout the required period of retention and can be made available to the Auditors or Regulatory Authorities upon request.

The concerned department head should maintain a record of documents archived, box reference number and storage locations.

Electronic records i.e. e-mails, files etc. should be archived as per IT policy of the Company.

## **10. Policy review**

This policy shall be reviewed from time to time so that the policy remains compliant with the applicable legal requirements.

## **11. Amendment**

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

This Policy would be subject to revision/amendment in accordance with the guidelines as may be issued by Ministry of Corporate Affairs, Securities Exchange Board of India or such other regulatory authority as may be authorized, from time to time, on the subject matter.

Managing Director is authorized to approve any minor change modification/ deviations to the policy and will be the competent authority for any interpretation regarding the policy.

**ANNEXURE-A**

**INDICATIVE LIST OF DOCUMENTS AND TIME-FRAME OF THEIR PRESERVATION**

**A. Documents that are permanent in nature:**

<b>S. No.</b>	<b>Name</b>	<b>Period of preservation</b>
1	Certificate of Incorporation	Permanent
2	Memorandum and Articles of Associations	Permanent
3	Certificate of change of name (if any)	Permanent
4	Certificate of change of object clause (if any)	Permanent
5	Register of Members	Permanent
6	Index of Members	Permanent
7	Books and Documents relating to issue of share certificate, including blank form of share certificate	Permanent
8	Minutes Book of General Meetings, Board Meetings and Committee Meetings	Permanent
9	Certificate of Registration granted by Reserve Bank of India including any changes from time to time for running the NBFC	Permanent
10	Scheme of Arrangement/Merger/Demerger	Permanent
11	Licenses & Statutory Approvals	Permanent
12	Material Agreements/Contracts	Permanent
13	Orders issued by Courts/Statutory Bodies	Permanent
14	Intellectual Property Service marks/Trademarks/Copyrights and documents relating to registration thereof.	Permanent
15	Shareholders Agreements and any amendments thereof	Permanent
16	Securities Subscription Agreements and any amendments thereof	Permanent
17	Any other document as may be required to maintain permanently in terms of applicable law	Permanent

**B. Documents that are temporary in nature:**

<b>S. No.</b>	<b>Document Name</b>	<b>Period of preservation</b>
1	Register of Charges	8 years
2	Register of debenture holder or any other security holders along with index	8 years from the date of redemption of debenture or securities
3	Copies of Annual Return prepared under Section 92 of Companies Act, 2013 and copies of all certificate and Documents required to be annexed thereto	8 years from the date of filing with the Registrar of Companies
4	Register of deposits	not less than 8 years from the date of last entry
5	Instrument creating a charge on the assets of the Company and modification thereof	8 years from the date of satisfaction of charge
6	Annual Report	8 years or such period as prescribed
7	Consent and Resignation Letters received from the Directors	8 years or such period as prescribed
8	Proxy forms	8 years or such period as prescribed
9	Circular resolutions	8 years or such period as prescribed
10	Central Government Approval Received under Companies Act, 2013 (if any)	8 years or such period as prescribed
11	All notices pertaining to disclosure of interest by Directors	8 years or such period as prescribed
12	All documents under the SEBI(LODR) Regulations, 2015	8 years or such period as prescribed
13	Notice of General Meetings, Board Meetings and Committees Meeting	8 years or such period as prescribed
14	Disclosures under SEBI Take Over and Insider Trading Code	8 years or such period as prescribed
15	Scrutinizer's Reports and related papers (SS-1 and SS-2)	As long as they remain

		current or 10 years
16	Statements under Grievance Redressal Mechanism prepared in terms of Regulation 13(3) of SEBI (LODR) Regulations, 2015	8 years or such period as prescribed
17	Corporate Governance Report prepared in terms of Regulation 27(2) of SEBI (LODR) Regulations, 2015	8 years or such period as prescribed
18	Statement of deviation in use of issue proceeds prepared in terms of Regulation 32(1) of SEBI (LODR) Regulations, 2015	8 years or such period as prescribed
19	Compliance Certificate to Stock Exchanges about the share related activities maintained by RTA	8 years or such period as prescribed
20	Office copies of Notice of General Meetings /Board Meetings/Committees Meeting and related papers	8 years or such period as prescribed
21	Board Agenda and supporting documents	8 years or such period as prescribed
22	Books of Accounts, financial statements etc.	8 years or such period as prescribed
23	Any other document as may be required to maintain for a particular period in terms of Applicable law	Such period as may be prescribed

### C. Other Documents

- i. where there is no such requirement as per applicable law then for such period as the document pertains to matter which is "Current".
- ii. 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.

**ANNEXURE-B**

**SPECIMEN FORMAT OF THE REGISTER OF DOCUMENTS DISPOSED OFF/DESTROYED**

<b>PARTICULAR OF DOCUMENT ALONGWITH PROVISION OF LAW</b>	<b>DATE AND MODE OF DESTRUCTION</b>	<b>INITIALS OF AUTHORISED PERSON</b>