

DHARANI FINANCE LIMITED



PRESERVATION OF DOCUMENTS AND ARCHIVAL POLICY

1. Legal Framework:

The Preservation of Documents and Archival Policy has been formulated in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, which requires every listed entity to formulate and make available on its website, the Preservation of Documents and Archival policy.

2. PURPOSE OF THE POLICY

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 also refers to an archival policy as per which all events or information which has been disclosed to stock exchange(s) under Regulation 30 shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the company.

Besides the above, as per applicable provisions of Companies Act, 2013 certain documents are required to be preserved permanently or up to a certain prescribed time. Accordingly, this policy is being framed keeping in view particularly the requirements of Listing Regulations and the provisions of Companies Act, 2013.

3. Preservation of documents:

The documents and records shall be preserved as per the requirements and provisions of the Companies Act, 2013 and the rules made thereunder, the Secretarial Standards, the SEBI Listing Regulations and any other law, rules, regulations as may be applicable to the Company from time-to-time.

Where the documents / records of the Company are maintained by any external agency like the Registrar and Share Transfer agents, such an agency shall ensure the adoption of this policy for the preservation of the documents of the Company.

Documents which are to be maintained permanently:

The Company shall maintain the following documents on a permanent basis:

- Registration certificate from the Reserve Bank of India
- Certificate of Incorporation
- The Memorandum of Association and the Articles of Association of the Company
- Attendance registers, notices, agenda, notes on agenda and other related papers, and minutes of general meetings, board meetings and various committee meetings
- Register of members along with index
- Foreign register of members, if any
- Register of loans, guarantee, security and acquisition, if any, made by the company
- Register of investments not held in its own name by the company, if any
- Register of contracts with related party and contracts and Bodies etc. in which directors are interested
- Register of charges
- Registers of Renewed and duplicate share certificates
- Register of directors and KMP
- Register of debenture holders (including foreign register of debentures), if any or register for any other securities issued by the Company
- Audited financial statements & audit report
- Material agreements/contracts
- Order issued by courts/statutory bodies
- Any other documents as may be required to maintain permanently in terms of applicable law(s), maintained and preserved from time to time

Documents which are to be maintained for at least eight financial years:

- Books of account together with the vouchers relevant to any entry in such books of account
- Copies of all annual reports and annual returns
- Disclosure of Interest received from the directors of the Company in the manner prescribed
- Instrument creating a charge or modifying a charge, if any
- Register of deposits accepted or renewed, if any
- Correspondence with department/shareholders
- Non-Statutory registers/documents
- Certificates surrendered to a Company
- Press releases and publicly filed documents along with all documents filed with the stock exchanges

- Correspondences with departments/shareholders
- Employment records/personnel documents that include recruitment, employment and personal information. These records also reflect performance reviews and any other matters arising out of the course of employment, such as actions taken against the personnel.
- Relevant marketing and sales documents
- Legal documents and intellectual property records relating to the development and protection of the intellectual property rights
- Insurance policies of the Company
- Original lease agreements (provided there is no dispute / claim /litigation is pending. If any such dispute persists, it should be preserved till the dispute is settled / closed)
- Investment records (with respect to investments made in the normal course of business)

4. Website Disclosures and Archival

The event / information disclosed to the stock exchanges including audio or video recordings, if and when applicable, disclosure of information having a bearing on the performance of the Company, price sensitive information, and such other information as required under Regulation 30 of the SEBI Listing Regulations and /or other applicable law shall be placed on the website of the Company under the section entitled “Investor” for a minimum period of five years or such other period as prescribed by the Regulations and/or applicable law. After completion of the minimum period of five years or such other period as prescribed by the Regulations and/or applicable law, the events or information shall be archived by the Company for a further period of two years.

5. Destruction of documents

Documents or records that are no longer required, or have satisfied their required periods of retention, shall be reviewed by the respective departments and accordingly, if required, appropriate actions shall be taken to destroy those documents or records unless there are any litigations/ assessments pending and may be considered necessary for preservation for a longer period. The need for destruction of the documents so preserved shall require the approval of the Managing Director and Chief Financial Officer.

6. Mode of Maintenance

The Company shall maintain these records either in physical or electronic mode. The applicable provisions of law, rules and regulations with regard to electronic maintenance of records shall be adhered to.

7. Review / Amendments to Policy:

The Policy would be reviewed once in two years by the Board of Directors. In case, there are any regulatory changes requiring modifications to the Policy, the Policy shall be reviewed and amended with due approval from the Board of Directors.

However, the amended regulatory requirements will supersede the existing Policy till the time Policy is suitably amended.

8. Communication and Disclosure:

Adoption of this policy shall be disclosed on the website of the Company.
