

SAI CAPITAL LIMITED

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POLICY ON PRESERVATION & ARCHIVAL OF DOCUMENTS

1. Purpose

The Securities Exchange Board of India (SEBI), on 2nd September, 2015, has come out with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”). Regulation 9 of Chapter III requires the Company to frame a policy on preservation of documents. Further Regulation 30(8) requires the Company to frame a policy on website disclosure and archival of such disclosure.

2. Scope

This “Policy on Preservation & Archival of documents” (‘the Policy’) is intended to define for preservation of documents and to provide guidance to the executives and staff working in for Sai Capital Limited in making decisions and undertaking other activities that may have an impact on the operations of the Company. It not only covers the various aspects on preservation of the Documents, but also the safe disposal/destruction of the Documents.

The purpose for effective and compliant preservation of data encompasses:

- Identification of statutory registers and other records of the Company which are required to be preserved;
- Identification and categorisation of the statutory registers and other records to be maintained either for eight years or permanently;
- Preservation of the statutory records and documents in physical form or in electronic form;
- Disposal, after completion of 8 years, of the statutory documents which are to be preserved for 8 years only as per the guidelines of the Policy or as decided by the Board of Directors at that time;
- Ensure that all the information, documents, events etc. disclosed on the website of the Company, unless otherwise specified in the Act, shall remain on the website for a period of five years from the date of disclosure;
- After completion of five years of disclosure of the respective documents, shall be moved to the respective archives folder on the website of the Company;
- Documents which are required to be hosted on the website for a particular period, shall be deleted after the due date, therefore, it shall not be saved to archives folder;
- Certain documents like Policies, Codes of Conduct and other documents which are required to be continuously displayed on the website, shall not be archived;

3. Definitions –

- 3.1 “*Act*” means the Companies Act, 2013, Rules Framed thereunder and any amendments thereto;
- 3.2 “*Authority*” means any statutory, administrative, arbitral and/ or judicial Authority.
- 3.3 “*Archival*” means accumulation of Documents in digital or physical mode that has been selected for long-term preservation on grounds of their legal, commercial, cultural, historical or evidentiary value.
- 3.4 “*Board*” means the Board of directors of the Company or its Committee.
- 3.5 “*Company*” means “Sai Capital Limited”.
- 3.6 “*Competent Officer*” means any officer or employee who is entrusted with the responsibility of maintenance and preservation of Documents.
- 3.7 “*Current Document(s)*” means any Document, that still has an ongoing relevance with reference to any ongoing litigation, proceedings, complaint, dispute, contract or any like matter.
- 3.8 “*Electronic Record(s)*” means the electronic record as defined under clause (t) of Sub-section (1) of Section 2 of the Information Technology Act, 2000.
- 3.9 “*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.
- 3.10 “*Maintenance*” means keeping Documents, either physically or in Electronic Form.
- 3.11 “*Preservation*” means to keep in good order and to prevent from being altered, damaged or destroyed.
- 3.12 “*Regulations*” means the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof.
- 3.13 “*Website*” means website of the Company “Sai Capital Limited” i.e. www.saicapital.co.in

The words and phrases used in this Policy and not defined herein shall derive their meaning from the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable Laws.

4. Coverage

This Policy is intended to guide the Company and its officers on maintenance of any Documents, their preservation and disposal as well as their Archival. The policy also contains the provisions of documents, disclosures hosted on the website of the Company which are made to the stock

exchanges pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5. Policy

5.1 Records Appraisal Procedure

The records appraisal process shall involve making a considered and formal judgment, often after considerable research, that certain records have enough value to warrant a considerable and continuous expenditure of funds for preserving them. In general, the Company shall consider the following factors while deciding on whether or not documents are to be preserved. However, these are guiding principles and the Company shall not be rigidly bound by them. They shall serve as an aid for the respective operational / functional departments of the Company in making decision for preservation of documents:

- Whether the records are statutory documents required by various regulatory authorities, from time to time;
- Whether the information contained in the document is generally available;
- Whether the values possessed by the records is purely informational or of some intrinsic value; and
- Assessment of the user's need for the document – whether it is of active use, semi-active (not of current use, but referred to on occasions) or is rarely / never needed for reference.

5.2 Manner for preservation of documents

5.2.1 Methodology of preservation

The Company shall primarily utilize any one / combination of the following methods in preserving the documents:

- Department or function wise;
- Subject or topic wise;
- Chronologically;
- Such other method as the departmental heads may consider appropriate, so as to fulfill the following objectives:
 - To meet the legal standards for protection, storage and retrieval; and
 - To optimize the use of space and minimize the cost of record retention.

5.2.2 Storage and security conditions

The documents should be stored in conditions that are secure and clean with low risk of damage. Documents of non-paper format shall require special storage conditions and handling process, after taking into account their specific characters. Similarly documents of continuing value and requiring longer preservation shall require a higher quality of storage.

5.2.3 Duration of preservation

The minimum retention requirement of Company's documents under different categories is provided as Retention Schedule as an annexure to this Policy. Duration of preservation of documents are totally based on the nature of documents and applicable laws related to such documents. The Key managerial personnel or any other person authorised by the Board are free to decide the duration of such preservation depending upon the circumstances and nature of the documents. However **Retention Schedule** must be kept on mind while deciding such preservation. The 'Retention Schedule' has classified the records under following categories:

- i. Documents whose preservation shall be permanent in nature;
- ii. Documents to be retained for not less eight (8) years;
- iii. Documents which are required to be preserved for a specified period for less than eight years under various Applicable Laws in force, from time to time – Documents under this category shall be preserved for a minimum period, as prescribed under the Applicable Law;
- iv. Documents which are of temporary nature and not prescribed for any specific period under any Applicable laws – Documents under this category shall be preserved for such period as the Competent Officer may consider appropriate in consultation with their respective Head of Department.
- v. Documents or Disclosures which are hosted on the website of the Company is transferred to the Archives folder of the Website of the Company after completion of five years from the date of disclosure or event. However, certain documents like Policies, Codes of Conduct and other documents which are required to be continuously displayed on the website, shall not be archived.

5.2.4 Destruction of Documents

Documents which no longer serve a useful purpose, should be destroyed. This would free filing equipment for storage of records currently needed in the conduct of business. Destruction of documents can also improve operational efficiency by reducing the quantity of records to be searched in order to locate the needed information.

Destruction is a normal administrative practice therefore can occur when the records are duplicated, unimportant or for short-term use only. This applies to both Physical and Electronic Documents.

The temporary Documents, excluding the Current Document(s) where there is no specified period for preservation under any Applicable Law, may be destroyed by the Competent Officer in consonance and mutual understanding with their respective Head of Department.

However, it be noted that all confidential documents, Archival material of the Company shall be destructed only after the approval of the Board of Directors or the Company Secretary of the Company in the presence of necessary authorised persons or Board.

Provided that nothing contained herein shall be deemed to lead to an exception in case of an accidental deletion, or deletion due to any system flaw, virus, or any other deletion, inaccessibility or loss due to any reason other than deliberate and determinate deletion.

5.2.5 Modes of preservation

- i. The Documents may be preserved in
 - a. Physical form *or*
 - b. Electronic Form.
- ii. The Competent Officer who is required to preserve the Documents is generally expected to observe the compliance of requirements of Applicable Law on periodical basis.
- iii. The preservation of Documents should be such as to ensure that there is no tampering, alteration, destruction or anything which endangers the content, authenticity, utility or accessibility of the Documents.
- iv. The preserved Documents must be accessible at all reasonable times. Access may however be controlled, so as to ensure integrity of the Documents and prohibit unauthorized access.

Provided that none of the persons can access such documents without the permission of the Board or persons Authorised by the Board or KMP.

5.2.6 Roles and Responsibility of Employees for Preservation of Document

All the Employees on the permanent rolls of the Company are responsible for taking into account the potential impacts on preservation of the documents in their work area and their decision to retain/preserve or destroy documents pertaining to their area.

The departmental heads however must make themselves familiar with the Policy and educate all employees in their department towards their roles and responsibilities arising out of this Policy. The departmental head shall also restrict access to the confidential records and information and must coordinate in the destruction of the documents, when required.

6. Authority to make alterations to the Policy

The Board is authorized to make such alterations to this Policy as considered appropriate, subject, however, to the condition that such alterations shall be in consonance with the provisions of the Act and Regulations.

7. Interpretation

In any circumstance where the terms of this policy differ from any existing or newly enacted law, rule, Regulation or standard governing the Company, the law, rule, Regulation or standard will take precedence over this policy and procedures until such time as this policy is changed to conform to the law, rule, Regulation or standard.

Annexure – I (Retention Schedule) – This is an indicative list only.

Sr. No.	Record Category	Record Type	Minimum Retention Requirement
1.	Secretarial	<ul style="list-style-type: none"> ➤ Memorandum and Articles of Association ➤ Register & Index of Members ➤ Minutes of General Meetings, Board Meetings & Committee Meetings ➤ Books and Documents relating to the issue of share certificates, including the blank forms of share certificates ➤ Various Statutory Registers under the Companies Act 1956 and/or Companies Act, 2013 as required under the laws ➤ Annual Reports ➤ common seal 	Permanent
		<ul style="list-style-type: none"> ➤ Attendance Registers ➤ Agenda, copies of Board, Committee and General Meeting related papers ➤ Annual Returns ➤ Correspondence with Shareholders ➤ Non statutory Registers ➤ Correspondence with Statutory Authorities/Bodies 	8 Years
2.	SEBI & Stock Exchange	<ul style="list-style-type: none"> ➤ Correspondence with Statutory Bodies ➤ Disclosures and Compliances submitted from time to time ➤ Disclosure in Newspapers 	8 Years
