

# **ARIHANT TOURNESOL LIMITED**

## **POLICY ON PRESERVATION OF DOCUMENTS**

*(Pursuant to Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015)*

**(Effective from 1<sup>st</sup> December, 2015)**

**1. PREAMBLE:**

Securities and Exchange Board of India by Notification Dated September 2, 2015 Introduced Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (Hereinafter called as "**The Regulations**"). It shall come into force on the ninetieth day i.e. December 01, 2015, from the date of their publication in the official Gazette.

Pursuant to Regulation 9 of aforesaid Regulation, every listed Company 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
- b) documents with preservation period of not less than eight years after completion of the relevant transaction.

The Board of Directors (the "Board") of Arihant Tournesol Limited ("the Company") has adopted Preservation of Documents Policy ("the Policy"), as required under the above Regulations. 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.

**2. OBJECTIVE:**

To facilitate efficient and effective operation of our company, we are implementing this policy. This policy shall cover all business records or Documents of the Company. The Authorized Management of the Company and the Authorized by the Board of the Company key Managerial Person (KMP) would be responsible for overseeing the implementation of the Policy.

The purpose of this policy is to establish the framework needed for effective management of the documents and set principles for Company's approach to preserve them. In order to efficiently conduct its business, the storage, retrieval and management of documents is critical. A good document preservation program is fundamental to the Company's commitment to administrative efficiency, transparency and accountability. It enables the Company to take decisions and actions by providing essential evidence in the form of documents. This policy seeks to ensure that the Company's business is adequately documented that are then managed in accordance with best practice. Preservation of documents is the responsibility of all staff & users of archives of the Company to ensure their continuous and timely availability.

**3. DEFINITIONS**

- a) **Act:** "Act" means the Companies Act, 2013 including any amendment or modification thereof.
- b) **Board:** Board means Board of Directors of the Company
- c) **Company:** "Company" means Arihant Tournesol Limited.
- d) **Director:** "Director" means a person as defined in Section 2(34) of the Companies Act, 2013 and presently appointed as a Director in the Company.
- e) **Document:** "Document" means all business records of the Company in written, printed and recorded matter and electronic forms of records and includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of the Companies Act 2013, SEBI Act 1992 or

under any other law for the time being in force or otherwise, maintained on paper or in electronic form;

- f) **Employees:** "Employees" shall mean the employees and office-bearers of the Company, including but not limited to Whole Time Directors.
- g) **Key Managerial Personnel (KMP):** "Key Managerial Personnel" shall mean the officers of the Company as defined in Section 2(51) of the Companies Act, 2013 and rules prescribed thereunder.
- h) **Regulations:** "Regulations" shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015
- i) **Secretarial Standards:** "Secretarial Standards" means standards issued by the Institute of Company Secretaries of India under section 118 (10) of the Companies Act, 2013.
- j) **Stock Exchange or Exchanges:** "Stock Exchange or Exchanges" shall mean BSE
- k) **"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.
- l) **"Electronic Record(s)"** means the electronic record as defined under clause (t) of subsection (1) of section 2 of the Information Technology Act, 2000.
- m) **"Preservation"** is maintenance of documents, files and documents in usable form or to keep in good order and to prevent from being altered, damaged or destroyed.
- n) Any other term not defined herein shall have the same meaning as defined in the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Companies Act, 2013, Securities Contract Regulation Act or any other applicable law or regulations. In case of any dispute or differences between this policy and provisions of the Act / Listing Regulation, the later shall apply.
- o) **"Financial Year"** shall have the same meaning as described to it under the Act.

#### **4. GENERAL AUTHORISATION**

The Policy shall be reviewed on a periodic basis and the Chairman and Managing Director / Whole-time Directors and Company Secretary are authorized jointly (by any two) to make such changes as may be deemed necessary or as warranted by law.

#### **5. MODES OF PRESERVATION**

The Documents may be preserved in

- Physical form or
- Electronic Form.

#### **6. PRESERVATION OF DOCUMENTS**

##### **A. Documents which are maintained to be permanently:**

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

1. The Original Signed and Stamped Memorandum of Association (MOA) and Articles of Association (AOA) of the Company.
2. Minutes of General Meetings, Board Meetings and various Committee Meetings

3. Register of Members along with Index
4. Foreign Register of Members, if any.
5. Register of Loans, guarantee, Security and acquisition made by Company
6. Register of Investments not held in its own name by the Company, if any
7. Register of Contracts with related party and contracts and Bodies, in which directors are interested
8. Register of charges
9. Register of Renewed and duplicate share certificates
10. Register of Directors and KMP
11. Any other document, certificates, statutory registers that may be required to preserved permanently in terms the Companies Act, 2013 and/ or SEBI Regulations, if Board of Directors may deem think fit.

B. **Documents which are to be maintained for at least Eight (8) financial years:**

**The Company shall maintain the following documents for at least Eight (8) financial years:**

1. Books of accounts together with the vouchers relevant to any entry in such books of account
2. Register of Debenture holders (Including Foreign Register of Debentures) or Register for any other Securities issued by the Company
3. Copies of all Annual Returns.
4. Disclosure of Interest received from the Directors of the Company in the manner prescribed under Companies Act, 2013
5. Attendance Registers, Notices, Agenda, Notes on Agenda and other related papers of General Meetings, Board Meetings and various Committee Meetings.
6. Instrument creating a charge or modifying a charge, if any.
7. Change to the Memorandum of Association (MOA) or Articles of Association (AOA), if any.
8. Register of Deposits accepted or renewed, if any.
9. Tax Records – Tax records including, but not limited to documents concerning tax assessment, Tax filing, proof of deductions, tax returns, appeal preferred against any claim made by the relevant tax Authorities, shall be maintained for a period of 8 years or for a period of 8 years after a final order has been received with respect to any matter which was preferred for Appeal, as the case may be.
10. Employment or Personal Record in case of Employees of the Company
11. Legal Documents including but not limited to contracts, legal opinions, pleading, orders passed by the Court or tribunal, Judgments, interim order, documents related to cases pending in any Court or Tribunal or any other Authority empowered to give a decision on any matter, Awards, Documents relating to property matters.

**7. DISPOSAL AND DESTRUCTION OF DOCUMENTS**

The records or documents preserved shall be reviewed every year or according to need by the respective department and action taken to destroy those records which are due for disposal under the instructions approved by the board of Directors/ concerned Functional Director / Head of the Department .

This applies to both physical and electronic Documents.

**8. AMENDMENTS TO THE POLICY**

The Board of Directors can amend this Policy, as and when deemed fit. 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.

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