

SADHANA NITRO CHEM LIMITED

POLICY

OF

PRESERVATION OF DOCUMENTS

1. BACKGROUND

This Policy has been made pursuant to Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which requires the Company to formulate a policy for preservation of documents required to be maintained under the Listing Regulations in at least two categories as specified in the said Regulation

2. OBJECTIVE OF THE POLICY

Since the disposition phase of the records is critically important from the perspective of legal and economical maintenance of records, therefore, it becomes imperative to retain those records having long term value for permanent storage and to suitably deal with the records having relevance for a specific period of time. Through this Policy, the Company seeks to preserve and manage the records in a consistent and logical manner.

3. SCOPE

The Policy aims to define a framework for the maintenance of documents by classifying them into two categories i.e. those which are to be preserved permanently and those which should be kept for at least eight (8) years. The Policy lists the statutory documents and lays the guidelines for the preservation and disposal thereof.

The Policy may be amended at any time and is subject to any further change in the Listing Regulations and the Companies Act, 2013 (the Act) or rules/regulations made thereunder.

4. DEFINITIONS

“Act” means the Companies Act, 2013 and Rules framed thereunder and any amendments thereto.

“Board” means the Board of Directors of the Company.

“Maintenance” means keeping registers and records, either physically or in electronic mode as may be permitted under any law for the time being in force and includes the making of appropriate entries therein, the authentication of such entries and the preservation of such registers and records.

“Policy” means Board Policy on Preservation of Documents.

“Preservation” means to keep in good order; to prevent from being damaged or destroyed.

“Record” means a documentary evidence of past events or transactions.

“Register” means a register maintained under the Act or the Securities and Exchange Board of India Act, 1992.

“Regulations” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto.

5. PRESERVATION OF DOCUMENTS

Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, casts an obligation on the Company through its Board of Directors to frame a policy for the preservation of documents which are classified as follows:

- a. documents whose preservation shall be permanent in nature and
- b. documents with preservation period of less than eight years after completion of the relevant transactions.

In terms of the above, such documents have been identified and are listed in the Annexure I and II. While Annexure I deals with the listing of documents which is to be preserved and retained permanently Annexure II specifies the documents which shall be mandatorily kept for at least eight years. Matters in respect of which no period is prescribed for the preservations / retention may be preserved / retained for such period as may be required in the ordinary course of business.

The documents of a permanent nature shall be maintained and preserved permanently by the Company subject to the modifications, amendments, additions, deletions or any changes made therein from time to time.

Provided that all such modifications, amendments, additions, deletions in the documents shall also be preserved permanently by the Company.

5. MANNER OF PRESERVATION / RETENTION

The documents that are required to be preserved in accordance with Clause 5 above may be kept in physical or in electronic mode subject to the same being permissible in accordance with the relevant law.

The responsibility for the safeguarding of the documents shall vest with the owner of the documents at a level not below the Head of the Department. The documents shall be maintained in a manner that it is not subject to any unauthorized access or alteration or modification other than by an owner of the document or any other officer authorized by him.

The periodicity of the retention/preservation shall be reviewed from time to time to ensure that no documents are retained beyond the period prescribed by the Policy unless required otherwise.

6. RESPONSIBILITIES FOR MAINTENANCE OF DOCUMENTS

The respective Departmental Heads of the Company shall be responsible for maintenance, preservation and destroying of documents in respect of the areas of operations falling under the charge of each of them, in terms of this policy.

7. DESTRUCTION OF DOCUMENTS

After the expiry of the statutory retention period, the preserved documents may be destroyed in such mode under any instructions approved by the department head(s). Destruction of documents as a normal administrative practice will also be followed for the records which are duplicate/unimportant/irrelevant. This applies to both Physical and Electronic Documents

8. AMENDMENTS

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace this policy entirely with a new policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

6. ENFORCEMENT OF THE POLICY

The Policy shall be enforced with effect from the date of its approval by the Board. The Company Secretary shall be authorized to communicate the Policy to all concerned and to ensure the effective implementation thereof.

ANNEXURE-1

Documents whose preservation shall be permanent in nature are as follows:

1. Incorporation documents
2. Memorandum and Articles of Association
3. Registration Certificates
4. Licenses & Statutory Approvals
5. Statutory Registers required under applicable laws
6. Minutes of General Meeting
7. Minutes of Board Meeting
8. Minutes of various Committee Meetings
9. Material Agreements/Contract
10. Orders issued by Courts/Statutory bodies
11. Investment Documents/proofs including certificates etc.
12. Registers maintained under Companies Act, 2013
13. Policies approved by the Board/ Committees
14. Any other document as may be required to maintain permanently in terms of applicable law(s), maintained and preserved from time to time.
15. Listing Agreements executed with the stock exchanges.
16. Notice of general meetings.
17. Memorandum and Articles of Association (along with amendments)
18. Blank Share Certificates
19. Annual Reports.

ANNEXURE-2

Documents with preservation period of not less than eight years after completion of the relevant transactions:

1. Attendance register of Board and committee of Directors
2. All papers incidental or supplementary to the Board meetings, general meetings and all committee meetings.
3. Office copies of Notices, Agenda, Notes on Agenda and other related papers
4. Annual returns prepared under section 92 and copies of all certificates and documents required to be annexed thereto
5. Declarations received from Directors, KMP and designated employees
6. Correspondence with Directors, KMP and designated employees
7. Reports/ declarations received from various departments
8. Insurance Policies/ Claims under various policies
9. Non-Statutory Registers/Documents
10. Financial statements, Board's Report, etc. u/s 134 of the Act.
11. All submissions made to the stock exchanges in compliance with the listing agreements.
12. Instruments creating charge on the properties of the Company till the charge is outstanding or 8 years, whichever is later