

## **EFFECTIVE DATE AND POLICY ENFORCEMENT**

The Policy shall be effective from 1st day of December, 2015

## **PURPOSE OF POLICY**

The corporate records of the Company are the important assets for the Company and hence the Company seeks to access and manage its records effectively, and is obliged to create, maintain, preserve and dispose of records as per this Policy.

This policy categorizes the records that will be preserved indefinitely without any time limit and the records that will be preserved for specified period of time and outlines responsibilities to create, maintain and lawfully dispose of the records.

## **DEFINITIONS**

- i. **“Company”** means “SUNIL INDUSTRIES LIMITED”;
- ii. **“Board”** means the board of directors of the Company;
- iii. **“Listing Regulations”** means the Securities and Exchange Board of India, (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- iv. **“Policy”** means this Policy of Preservation of Documents of the Company;
- v. **“Records”** in relation to this policy includes accounting records, “book and paper” and “book and paper” as defined in sub-section 12 of section 2, books of account as defined in sub-section

13 of section 2 of the Companies Act, 2013 and statutory and other documents of material significance.

Any other term not defined herein shall have the same meaning as ascribed to it under the Companies Act, 2013, Listing Agreement, Listing Regulations framed by the Securities Exchange Board of India or any other relevant regulation/legislation applicable to the Company.

## **OBJECTIVE OF POLICY**

This Policy mechanism provides the comprehensive framework for preservation of documents for a specified period of time to achieve the following objectives:

- a) Effective corporate governance and risk management;
- b) Effective information management to support the work of the administrations and provision of continued access to it at times when needed;
- c) Systematic disposal/destruction of Company's non-current records that have outlived their administrative usefulness.
- d) Identification of the Company's records that are of continuing administrative and historical value to warrant their transfer to and preservation in the Company's Archives.

## **SCOPE OF THE POLICY**

For the purpose of achieving the above objectives, the documents covered as per this Policy have been divided into two sections, i.e. the records or the documents that will be preserved permanently by the Company and the records or the documents that will be preserved for the period of at least 8 years and not permanently. This Policy applies to the records maintained by the Company in any format or medium. The records which are not required to be retained permanently shall be disposed off according to this Policy.

## **AUTHORITY AND RESPONSIBILITY**

The Chief Financial Officer of the Company, shall be responsible to deal with the records according to the time frame prescribed in the Policy for their preservation.

All staff and management of the Company shall assist in implementing this Preservation Policy as appropriate to their respective roles and responsibilities.

## **CLASSIFICATION OF RECORDS**

Based on the requirement and for the purpose of effective management, the period for which the records of the Company shall be maintained have been classified into two categories:

- I. Documents whose preservation shall be permanent in nature; (Annexure A)
- II. Documents whose preservation shall be at least for 8 years. (Annexure B)

The classification of the documents has been made in the Annexure which forms part of this Policy. While prescribing different time periods for preservation of records, the following aspects have been taken into account:

Compliance with statutory and regulatory requirements.

(b) Requirements of SEBI/RBI/MCA officials to have access to certain records.

(c) Requirements of internal and external auditors to have access to certain records

The documents or records not covered by this Policy shall be maintained by the Company for the time period specified for their preservation under any statute or regulation, for the time being in force.

## **LOCATION OF RECORDS**

As mandated by the Companies Act, 2013 or under any other statute, certain records shall be located at the registered office of the Company. The records for which no specific place has been specified under any statute may be maintained at the Corporate office of the Company or at any other place as may be, decided by the officers of the Company considering their utilization and usefulness.

### **RECORD RETENTION SCHEDULE**

The records referred to in Annexure A of this Policy shall be maintained permanently and the records which are required to be preserved permanently on the website of the Company shall be preserved in line with the Archival Policy of the Company.

Records should not be kept longer than is necessary and should be disposed of at the right time as unnecessary retention of records consumes time, space and equipment use. The records referred to in Annexure B shall be preserved for at least 8 years or may be disposed of after the expiry of the periods of their preservation, after the approval of the Chief Financial Officer of the Company.

The Company shall maintain a register of disposal of records in the custody of the Compliance Officer of the Company, wherein the brief particulars of the records disposed off shall be entered. The register of disposal of records shall contain the following columns:

- a) Item Number;
- b) Brief Particulars of the records disposed of;
- c) Mode of destruction

This register of disposal of records shall be maintained permanently by the Company with the assistance of the Compliance Officer either in physical or electronic form.

### **RECORD APPRAISAL**

The Company shall at regular intervals carry out the appraisal of the records preserved as per this Policy. The purpose of the appraisal process shall be to ensure that the records are examined at the appropriate time to determine (i) whether or not they are worthy of archival preservation; (ii) whether they need to be retained for a longer period as they are still in use; or (iii) whether they should be destroyed. The appraisal of records shall be undertaken only after the approval of the Chief Financial Officer of the Company.

### **REVIEW OF THE POLICY**

This policy shall be subject to review by the Board as may be deemed necessary and in accordance with any regulatory amendments.

## **Annexure A**

### **Documents to be preserved permanently:**

#### **A) Companies Act, 2013:**

- Certificate of Incorporation
- Memorandum and Articles of Association as amended from time to time.
- Register of Contracts.
- Share Certificates
- Register of duplicate & renewed share certificates
- Register of Charges
- Register of Directors and KMPs and the securities held by them.
- Register of Loans and Investments made by the Company.
- Register and Index of Members.
- Minutes of the Board, Committees of the Board and General Body meetings including meeting conducted through Postal Ballots.
- Resolutions passed by Circulation.
- Various Forms and returns filed with the Authorities.
- Audited Financial Statements.
- Files relating to premises viz. Title Deeds/Lease Deeds of owned premises/land and building, etc. and related Ledger / Register
- Authorization / licenses obtained from any statutory authority

#### **B) Others:**

- Register of Records and Documents destroyed.
- Such other records as may be required under any law from time to time

## **Annexure B**

**Following documents shall be preserved and maintained for a period of 8 years from the date of its event, unless specified under any other any Act or rules, for a longer duration:**

#### **A) Companies Act 1956 / Companies Act, 2013:**

- Register of Buy-back of Securities from the date of completion of buy-back
- Notices and Notes to agenda of the Board, Committees of the Board, General Meetings and Postal Ballots.
- Register of Charges from the date of satisfaction of respective charge.
- Register of Debentures and Debenture Trust Deed from the date of its redemption.
- Books of Accounts including vouchers and bills.
- Annual Returns together with the Annexures.
- Register of Transfer and Transmission of shares / Debentures and other securities.
- Scrutinizer's Report on Postal Ballot and AGM.
- Documents relating to appointment of Managerial Personnel.
- Dividend reconciliation statement till the time the dividend is transferred to IEPF.

#### **B) SEBI Merchant Banking Regulations:**

- Half-yearly reports.
- Orders, if any, passed by SEBI.

#### **C) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

- Listing Agreement executed with the Exchanges.
- Trading approval relating to listing of securities.
- Offer documents for Public Issues and Private placement of securities filed with Securities and Exchange Board of India.
  
- All reports filed with the stock exchanges from time to time.
- All disclosure of various events and Press Releases.
- Intimations of Board Meetings.

**D) Depositories Act:**

- Confirmation of all Corporate Actions in respect of allotment of securities.
- Intimation on allotment of International Securities Identification Numbers (ISIN) for securities issued.

**E) Documents filed with Stock Exchanges under SEBI Regulations**

- All disclosures and intimations filed under:
  - i) SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.
  - ii) SEBI (Prohibition of Insider Trading) Regulations, 2015.
  
- iii) All disclosures and intimations filed under SEBI (Share Based Employee Benefit) Regulation, 2014 and SEBI (Employee Stock Option Scheme and Stock Purchase Scheme) Guidelines 1999.