



## **Policy on Preservation & Archival of Documents**

## METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED

### POLICY ON PRESERVATION OF DOCUMENT-DOCUMENT RETENTION AND ARCHIVAL

#### BACKGROUND:

Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") require every Listed Company to formulate a policy on Preservation of Documents which has to be approved by the Board of Directors. Further, Clause 35 of Securities Contracts (Regulation) (Stock Exchanges And Clearing Corporations) Regulations, 2012 (SECC Regulations) stipulates that the disclosure requirements and corporate governance norms as specified for listed companies shall mutatis mutandis apply to a recognised stock exchange and a recognised clearing corporation. In this context, the Board of Directors (the "Board") of Metropolitan Stock Exchange of India Limited has adopted this Policy at its meeting held on August 11, 2017 for Preservation of Documents, as required under applicable regulations.

#### OBJECTIVE:

The main objective of this policy is to ensure that, all the statutory documents are preserved in compliance with the Regulations and as per Policy framed in compliance with the Regulations and to ensure that the records no longer needed or which are of no value are discarded after following due process for the same. The documents that are required to be maintained under this Policy are preserved considering their importance, usefulness and information. The Company recognises that all the documents, whether in physical or electronic mode, form an important and integral part of the Company's records. The preservation of documents is important in order to ensure immediate access to the records, its retrieval and authentication.

#### DEFINITION:

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

"Board of Directors" or "Board" means the collective body of the Directors of the

Company. "Company" means Metropolitan Stock Exchange of India Limited.

"Books of Accounts" includes records maintained in respect of —

- i. all sums of money received and expended by the Company and matters in relation to which the receipts and expenditure take place.
- ii. All sales and purchases of goods and services by the Company.
- iii. The assets and liabilities of the Company; and
- iv. The items of cost as may be prescribed under section 148 of the Act in case the Company belongs to any class of companies specified under that section.

"Documents" refers to papers, notes, agreements, notices, agenda, circulars, advertisements, declarations, forms, minutes, registers, correspondences, challans or any other record required under or in order to comply with the requirements of any Applicable Law, whether issued, sent, received or kept in pursuance of the Act or under any other law for the time being in force or otherwise, maintained on paper or in Electronic Form.

"Electronic Form" means any electronic device such as servers, computer, laptop, compact disc, floppy disc, pen drive, 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.

"Maintenance" means keeping documents, either physically or in electronic form.

"Preservation" means to keep the documents preventing them from being altered, damaged or destroyed.

"Financial Year" shall have the same meaning as prescribed under the Companies Act, 2013.

#### PRESERVATION OF DOCUMENTS:

The Company shall preserve all its documents as per the requirements and provisions of the Companies Act, 2013 and the rules made thereunder, the Secretarial Standards, the listing regulations and any other law, rules, regulations as applicable to the Company from time to time. Regulation 9 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides that the 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:

Retained Records: Retained records include all business documents that are not superseded by modification or addition, including but are not limited to documents given (or sent via electronic form) to any third party not employed by the Company, or to any government agency; final memoranda and reports; correspondence; handwritten telephone memoranda not further transcribed; minutes; specifications; journal entries; cost estimates etc.

a) Records as per the Companies Act, 2013 and SEBI Regulations

The Company shall maintain all records as per the Companies Act, 2013 and SEBI Regulations for not less than 8 (Eight) Years. Documents that are to be made available on the Company's website in Compliance with the SEBI (Listing Regulations and Disclosure Obligations), 2015 will be made available on the website for a period of 5 (five) years and thereafter will be archived for a period of 3 (three) years.

b) Tax Records

Tax records includes, but are not limited to Documents concerning tax assessment, tax filings, tax returns, proof of deductions, appeal preferred against any claim made by the relevant tax Authorities. Tax Records shall be maintained for a period of 8 (eight) years or where an appeal was preferred, for a period of 8 (eight) years after a final Order has been received, as the case may be.

c) Employment /Personnel Record

The Company is required to keep certain documents relating to recruitment, employment and personnel information, performance review, action taken by or against any employee, complaints by or against any employee. These Documents relating to Employment or Personnel information shall be retained for a period of at least 8 (Eight) years.

d) Legal Documents

Legal Documents shall include, but shall not be limited to contracts, legal opinions, pleadings, Orders passed by any court or tribunal, Judgments, Interim Orders, Documents relating 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. A contract shall be retained for a period of 8 (Eight) Years or for 8 (Eight) Years after the expiry of the term of the contract, whichever is higher. Documents relating to any property owned by the Company shall be retained perpetually. Other property Documents shall be retained for a period of 8 (Eight) Years or for a period of 8 (Eight) Years after the rights in such property ceases to exist, whichever is higher. Orders passed by any Court or Tribunal or any Authority or Judgment which are final in nature and cannot be superseded shall be retained permanently. Interim Orders shall be retained till a Final Order is received or for a period of 8 (Eight) Years whichever is higher. Pleadings shall be retained till the matter has been disposed off, whichever is higher.

Apart from the above, all press releases and marketing and sales records, documents, pamphlets, brochures, newsletters, etc. shall be maintained for a minimum period of 8 years.

e) E-Mail Policies

All electronic communication systems as well as all communications and stored information transmitted, received, or contained on the Company's information systems are the property of the Company. Employees using this equipment for personal purposes do so at their own risk. Employees have no expectation of privacy in connection with the use of Company equipment or with the transmission, receipt, or storage of information using the Company's equipment. Authorized Company personnel may access communications and stored information at any time without E-mails relating to audit work papers and financial controls should be retained for at least 8 years. All emails to the Company's Officers or Audit Committee relating to complaints on auditing, accounting, frauds or internal controls should be retained permanently. Any messages exchanged between the Company and third parties (such as consultants and auditors) should be archived, regardless of their content. Instant messages have the same status as e-mails and should be treated identically.

Apart from the above broad guidelines, The Company shall maintain the following documents on a permanent basis; the list below is indicative and not exhaustive and may require additional documents to be preserved on a permanent basis on a case to case basis depending on its materiality.

- a. The Original Signed and Stamped Memorandum of Association and Articles of Association of the Company; Certificate of Incorporation and other relevant certificates issued by SEBI, RBI, RoC or any other relevant authority in India or abroad; Minutes of General Meetings, Board Meetings and various Committee Meetings;
- b. all statutory registers like Register of Members along with index, Foreign Register of Members, if any, Registers of loans, guarantee, security and acquisition 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, Register of Renewed and duplicate share certificates, Register of directors and KMP;
- c. Intellectual Property Documents shall include, but shall not be limited to Copyrights, Trademarks, Patents and Industrial Designs. Intellectual Property Rights Documents that are owned by the Company shall be retained by the Company permanently;
- d. Correspondence with Regulatory Authority;
- e. Circulars, Notices etc. issued to brokers, trading members etc.

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

Following is an indicative list of documents which are to be preserved for a period of not less than 8 years:

- a. Books of account together with the vouchers relevant to any entry in such books of account;
- b. Tax Records - Tax records including, but not limited to documents concerning tax assessment, tax filings, 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 final Order has been received with respect to any matter which was preferred for Appeal, as the case may be; Excise Returns, Income Tax Returns, Sales Tax/ VAT Returns, Service Tax Return. Documents, Challans and other details/correspondence related to Excise, Income Tax, Sales Tax/ VAT, Service tax;
- c. Employment/Personnel Record in case of employees of the Company;
- d. Documents pertaining to administration and other support functions/departments.

Further, if an employee has reasons to believe, or the Company informs the employee concerned, that any document, paper, records are relevant to litigation or potential litigation (i.e. a dispute that could result in litigation), then the employee must preserve in good condition those records until the Legal or Respective Department determines that the records are no longer needed. This exception supersedes any previously or subsequently established destruction schedule for those records. If an employee(s) believe that exception may apply, or has any question regarding the possible applicability of that exception, he/she may contact the office of Legal Head.

**PRESERVATION LOCATION:**

The preservation location will be the concerned department. If the location is other than the concerned department, the same should be documented and kept in a file for reference purpose in the respective department. In case of critical documents which need to be preserved for very long periods or permanently, the same shall be preserved in fire proof or other such secure cabinets.

MODE OF MAINTENANCE:

Records/Documents may be preserved either physically or in electronic mode.

RESPONSIBILITY:

The departmental head concerned will be responsible for the maintenance, preservation and destruction of records pertaining to the respective Department.

DESTRUCTION OF RECORDS:

The records/documents preserved shall be reviewed every year or according to need by the respective department and then action would be taken to destroy those records which are due for disposal.

DISSEMINATION OF THE POLICY:

The approved Policy shall be uploaded on the Company's website, [www.mseindia.com](http://www.mseindia.com)

EFFECTIVE DATE

The Policy as approved by the Board of Directors shall be effective from August 11, 2017.

COMPLIANCE

Failure to comply with this policy may result in disciplinary action. Questions about this policy should be referred to the office of the Legal Head.

REVIEW OF POLICY:

This Policy shall be subject to review, if necessary. Any change/amendments in Applicable Laws with regard to maintenance and preservation of documents and records shall be deemed to be covered in this Policy without any review or specific communication. Any change/amendments to this Policy shall be approved by the Board of Directors.

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