

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED

POLICY FOR PRESERVATION AND ARCHIVAL OF DOCUMENTS [PURSUANT TO REGULATION 9 AND 30 (8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

1. INTRODUCTION:

The Securities and Exchange Board of India ('SEBI') vide its Notification dated 2nd September, 2015 issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulation'). This policy is framed to ensure compliance with Regulation 9 and 30(8) of the Listing Regulations and the applicable provisions of the Companies Act, 2013.

2. PURPOSE:

The purpose of this Policy is to ensure that necessary records and documents of the Company are adequately protected and maintained and to further ensure that the records which are no longer required by the Company are discarded at the proper time. This Policy also provides guidelines concerning the length of time for which official records should be retained under ordinary business circumstances, as well as the steps that the Company should take in the event of any pending or imminent government (central, state or local) investigation, audit or proceeding, or any civil or criminal lawsuit involving the Company.

Further, Regulation 30(8) of the Listing Regulations also refers to an **Archival Policy** as per which all events or information which has been disclosed to stock exchange under Regulation 30 shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the Archival Policy of the Company.

Besides, as per the applicable provisions of the Companies Act, 2013, certain documents are required to be preserved permanently or up to a certain prescribed time.

3. POLICY

3.1 PRESERVATION OF DOCUMENTS

(A) Preservation of Documents with Specific Reference to the Companies Act, 2013 and SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015

1) The documents whose preservation shall be permanent in nature **Annexure 1** of this policy contain the details of documents whose preservation shall be permanent in nature.

2) Documents with preservation period of not less than eight years after completion of relevant Transactions: **Annexure 2** of this policy contain the details of documents with preservation period of not less than eight years after completion of the relevant transactions.

3) Documents with preservation period other than those mentioned in 2 Above: **Annexure 3** of this policy contain the details of documents with preservation period other than those mentioned in 2 above.

(B) Documents to Be Made Available on the Website Of The Company as required By the Companies Act, 2013 And The Listing Regulations

1) The Company is to maintain a functional website containing-

- The basic information about the Company
- All information and / or documents as specified in the applicable provisions of the Companies Act, 2013.
- All information and/or documents as specified in Regulation 46(2) of the Listing Regulations.
- All information and/or documents mentioned in Part(B) of Annexure 2 of this policy which are required to be made available on the website of the Company.
- All information and/or documents as mentioned in Regulation 30 of the Listing Regulations on Material Events.

2) The information and/or documents uploaded on the website shall be available for a minimum period of five years.

3.2 ARCHIVAL OF DOCUMENTS

Documents mentioned in sub-clause (A) & (B) of Clause 3.1 above shall be maintained / preserved in the following manner –

Documents maintained in physical form:

1. All information and/or documents pertaining to current financial year and for one preceding financial year shall be kept handy and maintained in such a manner that their retrieval is easy and quick.
2. All documents pertaining to the period prior to one preceding financial year, shall be kept in good condition at least up to the minimum period specified for their maintenance / preservation in Annexures attached hereto. The said records be also maintained in such a manner that their retrieval is easy and quick.

Documents maintained in Electronic Form:

1. All documents pertaining to current financial year and for one preceding financial year shall be maintained on server and backup be maintained at least every week on scheduled time and day. The documents shall be maintained in such a manner that their retrieval is easy and quick.
2. Back up of all documents pertaining to the period prior to one preceding financial year shall also be maintained on server, in good condition at least up to the minimum period specified for their maintenance / preservation. The said records be also maintained in such manner that their retrieval is easy and quick.

Documents made available on the website of the Company:

After the expiry of five financial years the information and/or document shall be removed from the main website. The backup of said information and/or document which is removed from the main website shall be maintained / preserved in the server for a minimum period of 3 years and after the expiry of this period of 3 years, the backup may be permanently removed from the server.

3.3 Destruction of Documents

This policy establishes retention or destruction schedules for specific categories of records in order to ensure legal compliances, and also to accomplish other objectives including cost management.

Provided that there is a general exception to any stated destruction schedule–

If it is believed that Company records are relevant to litigation or potential litigation (i.e. a dispute that could result in litigation) then those records must be preserved until the respective Department head or Legal Consultants or Advocates involved determine that the records are no longer needed.

After the expiry of minimum period as mentioned in Annexures (or any further period decided by the Company) for maintaining or preserving the document, the person responsible to maintain the said records shall arrange to destroy the said records of the Company after obtaining the **prior approval of the Board** or any other authority as required under the Applicable Law pursuant to which the documents have been preserved.

A Register of Documents Disposed / Destroyed as per ‘Annexure 4’ shall also be maintained. It shall state the brief particulars of the Documents destroyed, date of Board / other approvals, date of disposal / destruction and the mode of destruction. The entries in the register shall be **authenticated** by the Authorised Person.

4. 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.

5. AMENDMENTS TO THE POLICY

The Board of Directors are authorised to make such alterations or amendments to this Policy, as considered appropriate, subject, however, to the condition that such alterations / amendments shall be in consonance with the provisions of the applicable Acts and Regulations.

The aforesaid policy has been approved at the meeting of the Board of Directors of the Company held on 18th February, 2016.

**ANNEXURE – 1
DOCUMENTS WHOSE PRESERVATION SHALL BE PERMANENT IN
NATURE**

Sr. No.	Document	Applicable Provision	Period of Preservation
1.	Copies of all documents and information as originally filed under section 7(1) (incorporation) under the Companies Act, 2013 or under the provisions of the Companies Act, 1956	Section 7(4) of the Companies Act, 2013	Permanent, till dissolution of the Company
2.	Register of Renewed and Duplicate Share Certificates	Rule 6(3) of Companies (Share Capital and Debentures) Rules, 2014	Permanent
3.	Share Certificate blank forms and related books and documents related to issue of share certificates – Disputed Cases.	Rule 7(3) of Companies (Share Capital and Debentures) Rules, 2014	Permanent
4.	Register of Members along with index	Rule 15(1) of the Companies (Management and Administration) Rules, 2014	Permanent
5.	Minutes of proceedings of general meeting and resolutions passed by postal ballot, meeting of Board of Directors, creditors, committees of the Board and resolutions passed by Circulation.	Rule 25(1)(d) of the Companies (Management and Administration) Rules, 2014 and Secretarial Standards 1 & 2 – clause 8.1 and 18.1	Permanent
6.	Register u/s 186 of the Companies Act, 2013 (loan / guarantee / security or making an acquisition of securities)	Rule 12(3) of the Companies (Meetings of Board and its Powers) Rules, 2014	Permanent

7.	Register u/s 187 of the Companies Act, 2013 (Investment held in the name of any other person)	Rule 14(3) of the Companies (Meetings of Board and its Powers) Rules, 2014	Permanent
8.	Register u/s 189 of the Companies Act, 2013 (Register of contracts or arrangements in which directors are interested as per Section 184 & 188 of the Act)	Rule 16(3) of the Companies (Meetings of Board and its Powers) Rules, 2014	Permanent
9.	Any other Register or Documents required by any other law, for the time being in force.	All laws and enactments other than Companies Act, 2013	Permanent

ANNEXURE – 2

DOCUMENTS WITH PRESERVATION PERIOD OF NOT LESS THAN EIGHT YEARS AFTER COMPLETION OF THE RELEVANT TRANSACTIONS

A) Mandated under the Companies Act, 2013

Sr. No.	Document	Applicable Provision	Period of Preservation
1.	Register of Deposits accepted or renewed	Rule 14(3) of the Companies (Acceptance of Deposits) Rules, 2014	Not less than 8 years from the financial year in which the latest entry is made in the register
2.	Instrument creating charge or modification thereon	Rule 10(4) of Companies (Registration of Charge) Rules, 2014	Rule 10(4) of Companies (Registration of Charge) Rules, 2014
3.	Copies of all annual returns prepared Section 92 and copies of all certificates and documents required to be annexed thereto	Rule 15(3) of the Companies (Management and Administration) Rules, 2014	8 years from the date of filing with the Registrar of Companies.
4.	All notices for disclosure of concern / interest received u/s 184 of the Companies Act, 2013	Rule 9(3) of the Companies (Meetings of Board and its Powers) Rules, 2014	8 years from the end of the financial year to which it relates.
5.	The attendance registers of Board and Committee Meetings.	4.1.7 of Secretarial Standards - 1	8 financial years.
6.	Office copies of Board Meeting Notices, Agenda, Notices on Agenda and other related papers of the Company.	8.2 of Secretarial Standards - 1	As long as they remain current or for 8 financial years, whichever is later

7.	Office copies of General Meeting Notices, Scrutinizer's Report and other related papers of the Company.	18.2 of Secretarial Standards-2	As long as they remain current or for 8 financial years, whichever is later Permanent.
8.	Books of Accounts	Section 128(5) of the Companies Act, 2013	8 financial years.

B) Other Documents mandated for preservation but no time period prescribed

Sr. No.	Document	Applicable Provision	Period of Preservation
1.	The Postal ballot and all other papers or registers relating to postal ballot including voting by electronic means	Rule 22 (11) of the Companies (Management and Administration) Rules, 2014	8 Financial years.
2.	Any other Register or Documents required by any other law, for the time being in force.	All laws and enactments other than Companies Act, 2013	As per the requirements of the relevant law.

C) Documents under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr. No.	Document	Applicable Provision	Period of Preservation
1.	The Postal ballot and all other papers or registers relating to postal ballot including voting by electronic means	Rule 22 (11) of the Companies (Management and Administration) Rules, 2014	8 Financial years.
2.	Any other Register or Documents required by any other law, for the time being in force.	All laws and enactments other than Companies Act, 2013	As per the requirements of the relevant law.
3.	Compliance Certificate for compliance of Reg. 7(2) signed by Compliance Officer and Share Transfer Agent	7 (3)	8 financial years.

4.	Statement of Status of Investor Complaints received and resolved during a quarter	13(3)	8 financial years.
5.	Prior intimation to stock exchange about the meeting of the Board of Directors	29	8 financial years.
6.	Disclosure of any material events or information	30	8 financial years.
7.	Statement of showing holding of securities and shareholding pattern separately for each class of securities	31	8 financial years.
8.	Statement of deviation(s) or variation(s) in the use of proceeds from the objects stated in the other document or explanatory statement to the notice for the general meeting, for public issue, rights issue, preferential issue	32	8 financial years.
9.	Half Yearly and year-to-date financial results	33	8 financial years.
10.	Statement of Assets and Liabilities as part of financial results, as at the end of half year	33(3)(f)	8 financial years.
11.	Annual Report	34	8 financial years.
	Certificate from Practicing Company Secretary certifying that all share certificates have been issued within 30 days of their lodgement after transfer, sub-division, etc.	40(9)	8 financial years.
12.	Intimation of record date	42	8 financial years.

13.	Details regarding voting results of General Meetings	44	8 financial years.
14.	Any and all kinds of filing to Stock Exchange, viz., Press Release, Investor Presentation, etc.		8 financial years.

ANNEXURE – 3

DOCUMENTS WITH PRESERVATION PERIOD OTHER THAN THOSE MENTIONED IN ANNEXURES 2 & 3

Sr. No.	Document	Applicable Provision	Period of Preservation
1.	Share Certificate blank forms and related books and documents related to issue of share certificates (other than disputed cases)	Rule 7(3) of Companies (Share Capital and Debentures) Rules, 2014	30 years
2.	Share Certificated surrendered to Company immediately be defaced by stamping or printing the word 'cancelled' in bold letter.	Rule 7(3) of Companies (Share Capital and Debentures) Rules, 2014	3 years from the date on which they were surrendered.

ANNEXURE – 4

THE FORMAT OF THE REGISTER OF DOCUMENTS DISPOSED / DESTROYED

Particulars of Document Along with Provision of Applicable Law	Date and Mode of Destruction	Initials of the Authorised Person	Date of Approval of the Board of Directors and /or other Authority