



ASTRON PAPER & BOARD MILL LIMITED

POLICY ON PRESERVATION OF DOCUMENTS

BACKGROUND

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Regulations**”) require every Listed Company to formulate a policy on Preservation of Documents which has to be approved by the Board of Directors.

In this context, the following policy has been framed by the Board of Directors (“**Board**”) with the objective of classifying various documents, records and registers for the purpose of maintenance and preservation.

This Policy can be modified and or amended with the approval of the Board of Directors only.

OBJECTIVE OF THE POLICY

The objective of this Policy is to classify the documents, records and registers of the Company which are required:

- (i) to be preserved permanently and
- (ii) to be preserved for a period of not less than 8 years.

DEFINITIONS

“**Act**” means the Companies Act, 2013.

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

“**Document(s)**” refers to papers, notes, agreements, notices, advertisements, requisitions, order, declarations, forms, correspondence, minutes, indices, registers and or any other record, required under or in order to comply with the requirements of any applicable law, whether issued, sent, the time being in or otherwise, maintained on paper or in Electronic form received or kept in pursuance of the Act or under any other law for and does not include multiple or identical copies.

“**Electronic Record(s)**” means the electronic record as defined under clause (t) of sub - section (1) of section 2 of the Information Technology Act, 2000.

“Electronic Form” means on any 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.

‘Legal Hold’ refers to a direction from Legal to preserve certain data held by employees or databases. All retention periods under this Policy shall be suspended with respect to documents subject to Legal Hold and all documents subject to Legal Hold are to be preserved in strict accordance with Legal Hold instructions and not altered, destroyed or deleted until Legal informs employees that the Legal Hold has ended.

“Maintenance” means keeping Documents, either physically or in Electronic Form.

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

“Register” means a register maintained under the Companies Act, 2013 / the SEBI Act.

“SEBI” means Securities Exchange Board of India

“SS-1” means Secretarial Standard -1 for the Board Meetings as notified by the ICSI

“SS-2” means Secretarial Standard -2 for the General Meetings as notified by the ICSI

“Compliance Officer” means the Company Secretary / and / or / Key Managerial Personnel appointed by Board of Directors as the Compliance Officer for the purpose of these regulations from time to time.

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 may be applicable to the Company from time-to-time.

The Chief Financial Officer shall be responsible for ensuring the overall implementation of the policy.

DOCUMENTS WHICH ARE TO BE MAINTAINED PERMANENTLY

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

- a. The Original Signed and Stamped Memorandum of Association and the Articles of Association of the Company
- b. Financial Statements, duly signed annual Report
- c. Annual Returns filed with ROC. (Registrar of Companies)
- d. Minutes of General Meetings, Board Meetings and various Committee Meetings
- e. Disclosure made under the SEBI Insider and Takeover Regulations and SEBI (LODR) Regulations, 2015 to the Stock Exchange from time to time.
- f. Shareholders and Joint Venture Agreement.
- g. Letter of Offer related to public issue, right issue, further issue, buyback offer, etc
- h. Voting results of Shareholders meetings.
- i. Common Seal
- j. Index of members, Register of Members and Share Transfer Register and other statutory register maintained under the Act
- k. Copies of all press releases, and documents filed with Stock Exchanges, Registrar of Companies and other regulatory authorities.
- l. 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.
- m. Foreign Register of Members, if any
- n. Register of loans, guarantee, security and acquisition made by the company
- o. Register of investments not held in its own name by the company, if any
- p. Register of contracts with related party and contracts and Bodies etc. in which directors are interested
- q. Register of Charges
- r. Registers of Renewed and duplicate share certificates
- s. Register of directors and KMP

DOCUMENTS WHICH ARE TO BE MAINTAINED FOR AT LEAST EIGHT FINANCIAL YEARS:

- a. Notice of the board meetings given to the stock exchange for considering matters relating to pre-intimations required to be submitted to the stock exchange.
- b. Date for the book closures and record dates for various purposes as may be decided by the company from time to time.
- c. Quarterly and half yearly and annual financial results of the company;
- d. Quarterly shareholding pattern including details for pledge of shares and any changes therein.

- e. Results of the e-voting, general meetings, postal ballot, ballot papers, Scrutiriizer's Reports,etc.
- f. List of unpaid dividend to the shareholders.
- g. Change in the constitution of the board of directors, KMP, compliance officer, auditors, secretarial auditors, and share transfer agent.
- h. Agreement with the share transfer agent, depositories.
- i. Any price sensitive information's given or provided to the stock exchange under regulation 30 of the SEBI (LODR) regulations, 2015.
- j. Recommendation arid payment of dividend to the shareholders.
- k. Details of the complaints received and resolved by the company i.e.Statement under Grievance Redressal mechanism.
- l. Corporate governance report submitted to the stock exchange on quarterly arid annual basis.
- m. Copy of the orders issued by the SEBI or stock exchanges relating to securities listed with the stock exchanges.
- n. Statement of deviation or variation in use of issue proceeds.
- o. Compliance certificate to the exchange about the share related activities maintained by RTA registered with SEBI.
- p. Compliance certificate w. R.t. Transfer or transmission or transposition of securities within 30 days.
- q. Listing fees.
- r. Disclosures under code of internal procedures and conduct for regulating, monitoring and reporting of trading by insiders.
- s. Disclosures received by the company under SEBI (substantial acquisition of shares and takeovers) regulations 2011.
- t. Statutory registers as required under companies act, 20 13:

Register of Debenture holders or any other security holders

Register of Deposits

Register of Buy Back of Securities

Books of Accounts and Documents

Declaration of Directors

Forms filed with ROC / MCA

Any document where preservation period is not prescribed under governing laws shall be preserved for a minimum period of eight years.

Further board can decide from time to time to use any of the following methods for preservations of documents and records as referred above:

1. Department / Function wise
2. Subject / Topic Wise
3. Chronologically

Subject to the above documents, the retention of the documents identified below and of documents not in the identified categories should be determined primarily by the application of the general guideline affecting document retention above, as well as any other pertinent factors as the overseeing authorities deem fit.

- a. Tax and Accounting Records
- b. Employment Records/Personnel Records
- c. Legal Files/Documents
- d. Developments/Intellectual Properties and Trade Secrets
- e. Contracts
- f. Electronic Mail
- g. Insurance Records
- h. RBI Records

MODE OF MAINTENANCE

The Company shall maintain these records either in physical or electronic mode. The applicable provisions of law, rules and regulations with regard to electronic maintenance of records shall be adhered to.

All the records shall be maintained as per the prescribed formats, if any, as amended from time-to-time under the various rules and regulations.

RESPONSIBILITY OF EMPLOYEES FOR PRESERVATION OF DOCUMENTS

The Company Secretary and in his absence thereof any Key Managerial Personnel appointed by the Board of Directors of the Company are responsible for taking into account the potential impacts on preservation of the documents in their work area and their decision to retain / preserve or destroy documents pertaining to their area.

AUTHORITY FOR MONITORING THE POLICY

The Company Secretary of the Company is authorised by the Board of Directors of the Company shall be responsible for monitoring the policy. The authorised person shall inform the Board of Directors about the monitoring of the policy.

The authorised person shall take necessary step to discharge his duty.

PRESERVATION PRINCIPLES

It is only through preservation that continued availability and access to items in the Collections can be maintained.

The following principles shall be kept in mind:-

- Where possible, documents are preserved in their original format, respecting the physical integrity and authenticity of the original documents.
- Active conservation is employed when appropriate to prevent further deterioration or damage to an item, or to enable access to be given.
- Appropriate conservation measures will take into accounts the needs, value, significance and usage of the item in question.
- Surrogates shall be created where appropriate to protect the original and to allow wider access to the content. Surrogates shall not replace the original, which will still need preservation.
- All staff is made aware of the paramount importance of preservation and are trained on safe handling of documents.

SECURITY OF DOCUMENTS

The Board shall ensure that all the documents shall be kept in safe place in the Company premises. The Board may authorise Company Secretary / any person for the security of documents, who shall be responsible for safe custody of documents.

SUSPENSION OF RECORD DISPOSAL IN THE EVENT OF LITIGATION OR CLAIMS

In case, the Company is served with any notice for request of documents or any employee becomes aware of a governmental investigation or audit concerning of the Company or commencement of any litigation against the Company, such employee shall inform the Company Secretary and any further disposal of documents shall be suspended until such time as the Company Secretary with the due advice from the legal counsel determine otherwise. The Company Secretary in such case shall inform all the employees the need to retain the documents and suspension of disposal of the same.

DISPOSAL OF DOCUMENTS

After the expiry of the statutory retention period, the preserved documents may be destroyed. Destruction of documents as a normal administrative practice shall be followed for the records which are duplicate/unimportant/irrelevant.

This applies to both Physical and Electronic Documents. The documents may be destroyed as follows:

- a. Recycle non-confidential paper records;
- b. Shred or otherwise render unreadable confidential paper records; or
- c. Delete or destroy electronically stored data.

REVIEW OF THE POLICY

The Board of Directors of the Company shall review the policy on annual basis. The authorised person shall provide regular assurance to board of directors on the effectiveness of the policy.

APPROVED IN BOARD MEETING DATED 29TH MAY, 2017.