

Reliance Naval and Engineering Limited

Policy on Preservation of the Documents

This document supersedes any Policy on preservation of the Documents in the Company, and should be read in conjunction with the most recent policies/code and procedures documented and held on file.

The revised policy has been approved by the Board of Directors of the Company at their Meeting held on May 28, 2019 and has been finalized by the Company Secretary in consultation with the Chief Executive Officer as directed by the Board.

This Policy shall be applicable from May 28, 2019 and shall remain valid until such time it is modified /amended /altered by the Board.

Reliance Naval and Engineering Limited

Policy on Preservation of the Documents

Base Document

- **Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations")**

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1. Scope

A policy on preservation of Documents (defined below) would ensure safe-keeping of the records and safeguard the Documents from getting mishandled, while at the same time avoiding overflow of inventory of Documents. The Board of Directors have therefore formulated this policy at their meeting held on May 28, 2019, in pursuance of Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on preservation of the Documents to aid the Company in handling the Documents efficiently. It not only covers the various aspects relating to preservation of the Documents but also the safe disposal/destruction of the Documents.

2. Definitions

- 2.1 **"Act"** means the Companies Act, 2013, as amended.
- 2.2 **"Applicable Law"** means any existing or new enactments, circulars, Laws, Rules, Regulations issued by the Government of India/State Governments or laws enacted by any overseas country which has an impact on the Company's businesses as also rules, regulations or standards which are issued by any statutory bodies in India and governing the Company.
- 2.3 **"Authorised Person"** means any person duly authorised by the Board.
- 2.4 **"Board"** means the Board of directors of the Company or any of the Committees constituted by it.
- 2.5 **"Company"** means Reliance Naval and Engineering Limited.
- 2.6 **"Current Documents"** means any Document, that still has an ongoing relevance without limitation or reference to any ongoing litigation, proceedings, complaint, dispute, contract or the like matter.
- 2.7 **"Documents"** refers to papers, notes, agreements, notices, advertisements, requisitions, orders, 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, 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 and does not include multiple or identical copies.

- 2.8 **"Electronic Records"** means the electronic record as defined under clause (t) of sub-section (1) of section 2 of the Information Technology Act, 2000.
- 2.9 **"Electronic Form"** means any contemporaneous 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 or access thereto.
- 2.10 **"Maintenance"** means keeping Documents, either physically or in Electronic Form.
- 2.11 **"Preservation"** means to keep in good order and to prevent from being altered, damaged or destroyed.
- 2.12 **"Regulations"** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The words and phrases used in this Policy and not defined here shall derive their meaning from the Applicable Law.

3. Coverage

This Policy is intended to guide the Company and its employees on maintenance of any Documents, their preservation and disposal.

4. Classification

The preservation of Documents shall be done in the following manner:

- a) Where there is a period for which a Document is required to be preserved as per Applicable Law, for the period required under Applicable Law.
- b) Where there is no such requirement as per Applicable Law, then for such period as the document pertains to a matter which is "Current".
- c) In case of any other Document, for such period, as a competent officer of the Company required to handle or deal with the Document takes a considered view about its relevance; provided that generally speaking, a Document may be preserved for a period of 5 years from the date on which the Document was originated.

An indicative list of the Documents and the time-frame of their preservation is provided in Annexure-1

5. Modes of preservation

5.1 The Documents may be preserved in

5.1.1 Physical form, and/or in

5.1.2 Electronic Form

5.2 The officer of the Company required to preserve the Document shall be an Authorised Person, who is generally expected to observe the compliance of requirements of Applicable Law.

5.3 The preservation of Documents should be such as to ensure that there is no tampering, alteration and destruction. Nothing shall be done which endangers the content, authenticity, utility or accessibility of the Documents.

5.4 The preserved Documents must be accessible at all reasonable times. Access may be controlled by Authorized Person with preservation, so as to ensure integrity of the Documents and to prohibit unauthorized access.

6. Custody of the Documents

Subject to the Applicable Law, the custody of the Documents shall be with the Authorised Person. Where the Authorised Person tenders resignation or is transferred from one location of the Company to another, such Person shall hand over all the relevant Documents, lock and key, access control or password, or Compact Disc, other storage devices or such other Documents and devices in his possession under the Policy. The Board may authorize such other person as it may deem fit as the Authorised Person.

7. Authority for approval of Policy

The Board shall have the authority for approval of this policy in pursuance to the Regulations. This authority has been granted via the Regulations.

8. Authority to make alterations to the Policy

The Board is authorized to make such alterations to this Policy as and when considered appropriate, subject, however, to the condition that such alterations shall be in consonance with the provisions of the relevant Acts and Regulations.

9. Destruction of Documents

9.1 Destruction as a normal administrative practice usually occurs because the records are duplicated, unimportant or for short-term use only. This applies to both Physical and Electronic Documents.

9.2 The temporary Documents, excluding the Current Document(s) shall be destroyed after

the relevant or prescribed period, by the Authorised Person in whose custody the Documents are stored, after the prior approval of the Board or any other authority as required under the Applicable Law pursuant to which the Documents have been preserved. The categories of Documents may be destroyed as normal administrative practice are listed in Annexure – II.

9.3 A register of the Documents disposed/destroyed shall also be maintained. It shall state the brief particulars of the Documents destroyed, date of disposal/destruction and the mode of destruction.

9.4 The entries in the register shall be authenticated by the Authorised Person.

The format of the register has to be in accordance with Annexure-III.

10. Conversion of the form in which the Documents are preserved

10.1 The physical Documents preserved may be converted, whenever required or felt necessary, into electronic form to ensure ease in maintenance of records and efficient utilization of space.

10.2 This will be done after obtaining prior approval of the Authorised person(s)/ the Board.

11. Authenticity

Where a Document is being maintained both in Physical form and in Electronic form, the authenticity with reference to the physical form should be considered for every purpose.

12. Interpretation

In the event that the terms of this policy differ from any existing or newly enacted Laws, Rules, Regulations or Standards governing the Company, the relevant Law, Rule, Regulation or Standard will take precedence over this policy and procedures laid there under until such time this policy is altered to conform to the relevant Law, Rule, Regulation or Standard.

1 Companies Act, 2013**A Permanent Preservation**

- Certificate of incorporation and subsequent changes thereto.
- The memorandum and articles of association of the Company.
- Affidavit from the subscribers to the memorandum and from persons named as the first directors.
- Register of members.
- Books and Documents relating to the issue of share certificates, including the blank forms of share certificates.
- The foreign register of members, if any.
- Minutes book of general meeting.
- Minutes book for meetings of the Board and Committees constituted by it.
- Such other registers / documents as may be required to be maintained permanently under the Act.

B Temporary Preservation

- Register of Charges (8 years)
- Register of debenture holders or any other security holders (8 years from the date of redemption of debentures or securities)
- Copies of all annual returns prepared under Section 92 of the Companies Act, 2013 and copies of all certificates and Documents required to be annexed thereto (8 years from date of filing with the Registrar)
- Foreign register of debenture holders or any other security holders (8 years from the date of Redemption)
- All notices pertaining to disclosure of interest of directors (3 years)
- All certificates surrendered to a company (3 years from date of surrender)
- Register of deposits (not less than 8 years from the date of last entry)
- Instrument creating a charge or modification (8 years from date of satisfaction of charge)
- Such other registers / documents as may be required to be maintained under the Act for the periods stipulated there under.

- Annual Reports and Forms filed with the Registrar of Companies. (8 years)
- Approvals/ consent received from authorities. (8 years)

2. Secretarial Standard**A Permanent Preservation**

- Minutes of Board meeting (SS-1)

B Temporary Preservation

- Office copies of Notices, scrutinizer's report, and related papers (as long as they remain current or for 8 financial years), whichever is later (SS-2)

3. Income Tax Act,1961**A Permanent Preservation**

- Permanent Account Number (PAN)

B Temporary Preservation

Records pertaining to tax assessment, appeals, penalties, tax deducted at source, challans for payments, acknowledgements for tax returns filed for the period of time stipulated under law.

4. Registration certificates under Sales Tax / Value Added Tax and amendments thereto

Records pertaining to assessment, appeals, penalties, challans for payments, acknowledgements for tax returns filed for the period of time stipulated under law.

5. Documents to be maintained permanently under any law / enactment impacting the Company

Books of accounts of the Company, vouchers, supporting documents including those maintained electronically, signed copy of audited statements of accounts of the Company (for a period of 8 years)

6. Office copies of Notices, Agenda, Notes on Agenda, acknowledgement of Directors, proof of sending letters/ Minutes to Directors, their comments on Minutes and other related papers relating to Meeting of the Board/Committees constituted by the Board.

As per Secretarial Standard – 1 issued by the Institute of Company Secretaries of India, these documents shall be preserved in good order in physical or electronic form for as long as they remain current or for 8 Financial Years whichever is later and may be destroyed thereafter with approval of the Board.

7. Copies of returns, documents intimations regarding events disclosed to Stock Exchanges under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The disclosures made to the Stock Exchanges shall be hosted on the website of the Company, for minimum period of 5 years and thereafter the physical copies of such documents has also the disclosures on the website shall be destroyed with the approval of the Board.

8. Audio-Visual tape recordings or other electronic mechanism in connection with attendance of directors at Board Meetings/Committee Meetings of the Board through video conferencing facility.

To be preserved at least before the completion of Audit for that particular year in accordance with Rule 3 of Companies (Meetings of Board) Rules, 2014. Thereafter these can be destroyed with the approval of the Board.

Annexure- II

The following categories of Documents may be destroyed as per normal administrative procedure of the Company:

- Brochures;
- Copies of press cuttings, press statements or publicity material;
- Letters of appreciation or sympathy, or anonymous letters;
- Requests for copies of maps, plans, charts, advertising material (subject to Clause 9 and 10 of this Policy);
- Facsimiles where a photocopy has been made;
- Telephone/Fax message;
- Drafts of reports, correspondence, speeches, notes, spread sheets, etc. (subject to Clause 9 and 10 of this Policy);
- Routine statistical and progress reports compiled and duplicated in other reports (subject to Clause 9 and 10 of this Policy); and
- As per the SEBI Regulations (Regulation 9), all the disclosures made by the Company to the stock exchanges shall be also hosted on the Company's web site for a minimum period of 5 years where after they can be destroyed with the approval of the Board.

The format of the register of Documents disposed / destroyed:

Particulars of document alongwith provision of applicable law	Date and mode of destruction	Initials of the authorised person