



PRESERVATION OF DOCUMENTS AND ARCHIVAL POLICY

PRELUDE AND LEGAL FRAMEWORK

Regulation 9 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Regulations”) provides that every Listed Company shall have a preservation of documents and archival policy, which shall be approved by its Board of Directors.

The Companies Act, 2013 (“Act”) and the Rules (“Rules”) framed under the Act contain provisions for maintenance of various documents including registers and records by the Companies; the place at which such documents are to be maintained and the period for preserving such documents.

This policy provides the guidelines adopted by the DMEDL for preservation of documents and also includes archival policy adopted by the DMEDL.

This Policy is divided into 4 parts:

- **Part A** - covers documents whose preservation shall be permanent in nature.
- **Part B** - documents with preservation period of not less than eight years after completion of the relevant transactions.
- **Part C** – documents with preservation period of less than eight years after completion of the relevant transactions.
- **Part D** – Archival Policy

Documents to be maintained under this Policy shall be preserved in physical or in Electronic Form/ Mode as per the provisions of the Act/ Rules/ Regulations.

1. SCOPE

This policy is intended to establish guidelines for the maintenance, management and orderly temperament of corporate records/documents. The Company recognizes 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.

2. DEFINITIONS

In this policy, unless the context otherwise requires, the terms defined herein shall bear the meanings assigned to them below, and their cognate expressions shall be construed accordingly.

“Act” means Companies Act, 2013.



“Articles” means the articles of association of a company as originally framed or as altered from time to time or applied in pursuance of the Act.

“Applicable Law” means any law, rules, circulars, guidelines or regulations issued by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA).

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

“Books of Account” includes records maintained in respect of—

- (i) all sums of money received and expended by a 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 in the case of a company which belongs to any class of companies specified under that section.

“Company/DMEDL” means DME Development Limited;

“Directors” means Directors of the Company.

“Documents” refers to papers, records, files, tapes, notes, agreements, notices, agenda, circulars, advertisements, declarations, forms, minutes, registers, correspondences, challans, CDs, DVDs, electronic storage devices, audio/video recordings 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, 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.

“Key Managerial Personnel” (KMP) means:

- a. Chief Executive Officer and / or Managing Director
- b. Whole-time Director
- c. Chief Financial Officer
- d. Company Secretary
- e. Such other officer as may be prescribed

“Listing Regulations” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



“Memorandum” means the memorandum of association of a company as originally framed or as altered from time to time in pursuance of any previous company law or of this Act.

“Policy” means this Policy for Preservation of Documents.

“Stock Exchanges” means BSE Limited and National Stock Exchange of India Limited.

Any term, word and phrases not defined herein shall have the same meaning as defined in the Companies Act, 2013, Regulations or any other applicable law or regulation to the extent applicable to the Company.

3. PART A - DOCUMENTS WHOSE PRESERVATION SHALL BE PERMANENT IN NATURE

The Company shall permanently preserve the following documents subject to the modifications, amendments, additions, deletions or any changes made therein from time to time:

Provided that all such modifications, amendments, additions, deletions in the documents shall also be preserved permanently by the Company:-

A) Companies Act, 2013:

- Memorandum and Articles of Association as amended from time to time.
- Certificate of Incorporation
- Certificate for commencement of business
- Common Seal, if any
- Register of Contracts with Related Parties.
- Register of Directors and KMPs and the securities held by them.
- Register of Loans, Guarantees, Security and Investments made by the Company.
- Register of investments not held in its own name by the Company, if any
- Register and Index of Members.
- Foreign Register of Members, if any
- Register of contracts or agreements in which Directors are interested.
- Register of Charges
- Minutes of the Board, Committees of the Board and General Body meetings including meeting conducted through Postal Ballots.
- Resolutions passed by Circulation.
- Books and Papers of Amalgamated Companies
- Register of Renewed and Duplicate Share Certificate
- Register of Transfers and Transmission of shares / Debentures and other securities
- Stamp duty challan on share certificates
- Audited Financial Statements
- Certificates obtained from various statutory authorities



B) 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.
- Policies of the Company
- Transcripts of Investors Meets/Calls

C) Depositories Act:

- Agreements made by the Company with Depositories.
- Confirmation of all Corporate Actions in respect of allotment of securities.
- Intimation on allotment of International Securities Identification Numbers (ISIN) for securities issued.

D) Others:

- Files relating to premises viz. Title Deeds/Lease Deeds of owned premises/land and building, etc. and related Ledger / Register
- Register of Records and Documents destroyed.
- Personal files of all employees

E) Such other records as may be required under any law from time to time.

5. PART B - DOCUMENTS WITH PRESERVATION PERIOD OF NOT LESS THAN EIGHT YEARS AFTER COMPLETION OF THE RELEVANT TRANSACTIONS

The following documents to be maintained and preserved for a specified time period after completion of the relevant transactions shall be preserved by the Company for the term not less than eight years after completion of the relevant transactions subject to the modifications, amendments, additions, deletions or any changes made therein from time to time:

Provided that all such modifications, amendments, additions or deletions in the documents shall also be preserved for a term not less than eight years:-

A) Companies Act, 2013:

- Register of Buy-back of Securities from the date of completion of buy-back
- Notices, Agenda and Notes to agenda and Attendance Register of the Board, Committees of the Board General Meetings and Postal Ballots.
- Instrument creating Charge or Modification thereof (8 years from the date of satisfaction of charge)
- Register of Debenture Holders and Debenture Trust Deed from the date of its redemption.
- Register of Proxies
- Books of Accounts including vouchers and bills.
- Annual Returns together with the Annexures.



- 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.
- Correspondence with shareholders
- Return of declaration in respect of beneficial interest in any share
- Various Forms and returns filed with the Authorities.
- Postal Ballot forms
- Register of Power of attorneys, if any
- Scrutinizer's Reports on voting at General Meetings/ Postal Ballot
- Newspaper cuttings of notices of Board Meeting and Financial Results
- Investor meet presentations
- Directors' Report
- Auditors' Report
- Notice of Interest by Directors and Key Managerial Personnel
- Register of Deposits
- Certified copy of the order of any court or Tribunal confirming reconstruction and amalgamation of companies, Schemes, Arrangements or contract involving transfer of shares, reduction of share capital and certified copy of the order and minute, cancellation or variation of shareholders' right, compromises and arrangements with creditors and members and copy of orders in appeal.

B) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- All reports filed with the stock exchanges from time to time.
- All disclosure of various events and Press Releases.
- Intimations of Board Meetings.

C) Documents filed with the Stock Exchanges under SEBI Regulations:

- All disclosures and intimations filed under:
 - SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.
 - SEBI (Prohibition of Insider Trading) Regulations, 2015.
 - 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.

D) Accounts and Finance Records:

- Books of Accounts, Ledgers & Vouchers
- Investment Records
- Engagement letters from Auditors

E) Tax Records

- 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



F) Others

- Payroll Records, Employee deduction authorizations, attendance records, employee medical records, leave records, Pension and retiral related Records of employees

H) Such other records as may be required under any law from time to time.

6. PART C – DOCUMENTS WITH PRESERVATION PERIOD OF LESS THAN EIGHT YEARS AFTER COMPLETION OF THE RELEVANT TRANSACTIONS.

Documents / Records other than specified in Part A and Part B

A) Documents as per Secretarial Standards

- Proof of sending Notice of the meetings of the Board / Committee and General meetings and its delivery – 3 years
- Proof of sending Agenda and Notes on Agenda and their delivery- 3 years
- Proof of sending draft Minutes of the Board / Committee and its delivery - 3 years
- Proof of sending signed Minutes of the Board / Committee and its delivery- 3 years

B) As per Companies Act, 2013

- All books and documents relating to the issue of share certificates, including the blank forms of share certificates – Minimum 30 years, where it relates to disputed cases, than shall be preserved permanently
- All certificates surrendered to Company shall immediately be defaced by stamping or printing the word “cancelled” in bold letters- 3 years
- Tape recording(s) or other electronic recording mechanism used for Board meetings held through video conferencing or audio-visual means - At least upto the time of completion of audit of that particular year
- Miscellaneous – Register and Index of Debenture-holders, if any (15 years after the redemption of debentures)

7. PART D - ARCHIVAL POLICY

Regulation 51(3) of the SEBI Listing Regulations requires every listed entity to make available an archival policy on its website. In this context, the following policy has been framed by the Board of Directors of the Company.

The purpose of this Archival policy is to ensure that all documents/records/data which are required to be retained by the Company has been backed up appropriately and to safeguard against the loss of data that may occur due to hardware or software failure, physical disaster or human error.



The disclosures so placed on the website, shall be maintained for a period as specified under Listing Regulations or applicable laws on the website of the Company.

The specified period shall be reckoned from the date of such events or information being placed on the website of the Company for the first time.

The presentation and the audio/video recordings and transcripts of post earnings/quarterly calls shall be hosted on the website of the listed company for a minimum period of five years. However, the recordings shall be maintained until the time of closure of any investigation undertaken on the business of the said meeting / call.

- **Implementation of policy:** The IT team of the Company shall be responsible for implementation of this policy and shall monitor the implementation.
- Backup and Retention of critical business data and applications shall be done daily.
- Daily restoration of backed up data shall be done to check for its availability, confidentiality & integrity.
- IT Team shall retain the backup tapes pertaining to the Company's Financial and accounting data, reports, Employee Data, HR data, Legal Data etc. for at least eight years and ensure secure disposal upon expiry of such retention period in-compliance with laws applicable to the Company.
- Electronic Media which has overdue retention period and which is no longer required for business purpose shall be disposed in secure manner such that data on it shall not be recoverable by any means.

8. MAINTENANCE OF RECORDS

The Company shall preserve the aforesaid documents in physical or electronic form, at its discretion and as may be permitted under the Companies Act, 2013 or any other law for the time being in force.

While prescribing different time periods for preservation of records, the following aspects have been taken into account:

- (a) 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.

If a law suit or any other proceeding involving the Company is pending or reasonable foreseeable, the documents relevant to such litigation or proceeding shall be retained and preserved as per the directions of the Court, Tribunal or Adjudicating Authorities. All retention periods under the policy shall be suspended with respect to such documents.



The Company shall endeavor to preserve all the documents enlisted above in accordance with this Policy. However, the Company shall not be liable for any destruction of documents due to causes beyond its reasonable control, including, but not limited to, governmental actions, fire, civil disturbances, natural disasters, Vis Major or other acts of God.

9. CUSTODY OF RECORDS

The documents enlisted above shall be kept in the custody of the Company Secretary or Chief Financial Officer or any other person, duly authorized by the Board.

10. DESTRUCTION OF RECORDS

The documents referred to in Part B and C of this policy may be destroyed/disposed off by the Company, in a secure manner which prevents the retrieval/recovery of the same by any means, only on authority of the Board of Directors or any committee of the Board thereof.

Destruction of documents as a normal administrative practice will also be followed for the records such as:

- i. re-cycle non confidential paper records
- ii. shred or otherwise render unavailable confidential paper records or
- iii. delete or destroy electronically stored data.

The Department will maintain a list of the records so deleted or destroyed, which shall be signed by the person authorized for the purpose.

The Company shall maintain a register of disposal of records in the custody of the Company Secretary and Compliance Officer of the Company, wherein the brief particulars of the records disposed of shall be entered.

11. SUSPENSION OF RECORDS DISPOSAL IN THE EVENT OF LITIGATION/CLAIMS

In the event the Company is served with any notice for documents from any statutory authority or any litigation is commenced by or against the Company, then the disposal of documents including e-mail, which is related to the matter of notice/litigation, etc. shall be suspended until such time the matter is settled or resolved or disposed off. The Company Secretary and Compliance Officer shall immediately inform all employees of the Company for suspension of further disposal of Documents.

12. COMMUNICATION AND DISCLOSURES

Copy of this policy shall be circulated among all the Directors of the Company and communicated to the existence and contents of this policy to the employees. The new employees shall be informed about the policy.



The contents of this policy shall be disclosed on the website of the Company.

13.EFFECTIVE DATE

This policy shall be effective from March 29, 2023.

14. CONTACT PERSONNEL

For queries related to this Policy, please write to us at prachimittal.dme@nhai.org

15.LIMITATION AND AMENDMENT

The Board of Directors may in their discretion and on recommendation of the any committee of the Board constituted for this specific purpose, make any changes/modifications and/or amendments to this Policy from time to time.

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over and automatically be applicable to this Policy and the relevant provisions of the Policy would be amended/modified in due course to make it consistent with the law.