

Gammon India Limited

PRESERVATION OF DOCUMENTS & ARCHIVAL POLICY

1. PREAMBLE

Securities and Exchange Board of India has issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'the Regulations') vide notification dated 2nd September 2015 coming into effect from 1st December 2015. The said Regulations are in substitute of compliance requirement of listing agreements entered into with recognized Stock Exchanges in India in respect to listing of equity shares, debts and other securities. The Regulations *inter alia* provides for preservation of documents by classifying them in atleast two categories as follows:

- a. Documents whose preservation shall be permanent in nature;
- b. Documents with preservation period of not less than eight years after completion of the relevant transactions.

The said documents may be kept in electronic mode by a listed entity.

2. TITLE, COMMENCEMENT AND EXTENT

- a. This Policy is called "Policy on preservation of documents" or the "Policy".
- b. This Policy shall come into force from 1st December 2015.

This Policy has been approved by the Board in its meeting held on 17th November, 2015 and the same shall come into effect from 1st December 2015 or from such other date as per the Regulations coming into effect and applicable.

3. DEFINITIONS

- a. "**Board**" or "**Board of Directors**" means Board of Directors of the Company.
- b. "**Company**" means Gammon India Limited.
- c. "**Documents**" means all papers, records, files, books etc., and the like as required to be maintained under any law or regulation for the time being in force.
- d. "**Electronic Form**" with reference to information means any information generated, sent, received or stored in media, magnetic, optical, computer memory, micro film, computer generated micro fiche or similar device.
- e. "**Financial Year**" shall have the same meaning as assigned to it under Section 2(41) of the Companies Act, 2013.

- f. **"Key Managerial Personnel"** or **"KMP"** shall have the same meaning as assigned to it under Section 2(51) of the Companies Act, 2013.
- g. **"Regulation"** or **"Listing Regulation"** means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended or re-enacted from time to time.
- h. **"SEBI"** means Securities and Exchange Board of India constituted under SEBI Act 1992 or similar authority.

The words importing the singular include the plural and *vice versa* and pronouns importing a gender include each of the masculine, feminine and neuter genders and shall be interpreted in the wide sense in spirit of this Policy.

4. CLASSIFICATION OF DOCUMENTS

Documents and Records of the Company required to be preserved under the Regulations shall be classified in the following two categories as below:

- a. "Documents to be preserved permanently" and
- b. "Documents to be preserved for not less than eight years".

The above mentioned documents can be preserved in electronic or physical mode.

Accordingly, the company has classified the preservation of documents to be done in the following manner:

- a. documents that needs to be preserved and retained permanently;
- b. documents that needs to be preserved and retained for a period of 8 years as specified under the Companies Act, 2013 or SEBI (LODR) Regulations;

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

5. DESTRUCTION OF RECORDS

- a. The records/documents which are preserved shall be reviewed every year and those records which are due for disposal shall be identified.
- b. At the end of the minimum period of retention, documents shall be destroyed unless they are required for any litigation, audit or similar activity.
- c. Destruction means that neither the organization nor any other party shall be able to access the document or part of it.
- d. If the organization is involved or is reasonably anticipated to be involved in any litigation, audit or similar activity by statutory or regulatory bodies, then destruction of records may be kept on hold temporarily.

6. ARCHIVAL POLICY

Any disclosure of events or information which have been submitted by the Company to the Stock Exchanges under Regulation 30(8) of the Regulations will be available on the website of the Company for a period of 5 years from the date of its disclosure and shall thereafter be archived from the website of the Company for a period of 3 years.

7. CUSTODY OF THE DOCUMENTS

The official of the Company required to preserve the document shall be Authorised Person who is generally expected to observe the compliance of statutory requirements as per applicable law. The custody of the documents shall be with the Key Managerial Persons. Where the Authorised KMP 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 Company Disc, other storage devices or such other Documents and devices in his possession under the Policy. The Board may authorise such other person as it may deem fit as the Authorised Person.

8. AUTHORITY TO MAKE ALTERATIONS TO THE POLICY

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

9. CONVERSION OF THE FORM IN WHICH THE DOCUMENTS ARE PRESERVED

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.

This will be done after obtaining prior approval of the Board.

10. 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.

11. DISCLOSURE/AMENDMENT

This policy as amended from time to time shall be made available at the website of the Company. The right to interpret/amend/modify this Policy vests in the Board of Directors of the Company.

Annexure I

Indicative list

A) PERMANENT PRESERVATION:

- a. Common Seal
- b. Minutes books of Board, General Meetings and Committee Meetings
- c. Statutory Registers
- d. License and Permissions
- e. Statutory Forms and disclosures except for routine compliance
- f. Scrutinizers' Reports
- g. Register of Members
- h. Index of Members

B) TEMPORARY PRESERVATION UPTO 8 YEARS:

- a. Annual Returns
- b. Board Agenda and supporting documents
- c. Attendance Register
- d. Office copies of Notice of General Meeting and related papers
- e. Office copies of Notice of Board Meeting / Committee Meeting, Notes on Agenda and other related papers
- f. All notices pertaining to disclosure of interest of directors
- g. Instrument creating a charge or modification
- h. Books of accounts, financial statements etc.
- i. Register of debenture holders or any other security holders