

SPS STEELS ROLLING MILLS LIMITED

POLICY ON PRESERVATION OF DOCUMENTS AS PER SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (ADOPTED BY THE BOARD OF DIRECTORS ON 19.10.2015) (Applicable w.e.f 01.12.2015)

1. INTRODUCTION

This policy is primarily based on Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Companies Act, 2013. Archival Policy as referred to in Regulation 30 (8) of the Listing Regulations forms part of this Policy. This policy is intended to ensure compliance particularly with the Listing Regulations and the applicable provisions of Companies Act, 2013. The Board of Directors of SPS Rolling Mills Limited has adopted the following policy and procedures with regard to Preservation of Documents. The Board may review and amend this Policy from time to time.

2. PURPOSE OF THE POLICY

Regulation 9 of the Listing Regulations mandates that a listed entity shall have a policy for preservation of documents, approved by its board of directors, classifying them in at least 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.

Provided that the listed entity may keep documents specified in clauses (a) and (b) in electronic mode.

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(s) 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, as disclosed on its website.

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

Accordingly this policy has been framed keeping in view particularly the requirements of Listing Regulations and the provisions of Companies Act, 2013.

3. COVERAGE

This Policy is extended to guide the Company and its officers on maintenance of documents, their preservation and disposal.

4. DEFINITIONS

In this policy unless the context otherwise requires,

“Act” means the Companies Act, 2013, Rules framed thereunder and any amendments thereto.

“Board of Directors” or **“Board”** means the collective body of the Directors of the Company.

“Company”, “This Company”, “The Company”, wherever occur in the policy shall mean **“SPS Rolling Mills Limited”**

“Maintenance” means keeping documents, either physically or in electronic form.

“Policy” or **“This Policy”** means, **“Policy on Preservation of Documents”**.

“Preservation” means to keep the documents preventing them from being altered, damaged or destroyed.

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

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

5. POLICY

5.1 PRESERVATION OF DOCUMENTS

A) The documents whose preservation shall be permanent in nature:

- The Memorandum of Association and the Articles of Association,
- Minutes books of Board Meetings, General Meetings and Committee Meetings,
- Register of Members along with Index,
- Foreign Register of Members, if any,
- Register of loans, guarantee, security and acquisition made by the Company,
- Register of Investments not held in its own name by the Company, if any,
- Register of Contracts with related party and Contracts and Bodies, etc in which Directors are interested,
- Register of Charges,
- Register of renewed and duplicate share certificates,
- Register of Directors and KMP,
- Register of Common Seal,
- 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.

B) The documents with preservation period of not less than eight years after completion of the relevant transactions:

- Books of Accounts together with the vouchers relevant to any entry,
- Register of Debenture holders or any other Security holders,
- Annual Returns,
- Disclosure of Interest received from the Directors of the Company,
- Attendance Registers, Notices, Agenda, Notes on Agenda and other related papers of Board meetings, General Meetings and various Committee Meetings,
- Instrument creating or modifying a Charge, if any,
- Tax Records,
- Employment/ Personnel Record in case of employees of the Company,
- Relevant marketing and sales documents,
- Press Releases,
- Legal documents including but not limited to contracts, legal opinions, pleadings, Orders passed by any Court or Tribunal, Judgements, Interim Orders, Documents relating to cases pending in any Court or Tribunal or any other Authority empowered to give a decision on any matter, Awards, Documents relating to property matters,
- Postal Ballot and papers relating to Postal Ballot,
- Dividend payment records,
- Compliance Certificate under Regulation 7(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,
- Compliance Report on Corporate Governance,
- Statement relating to no. of investor complaints and shareholding pattern,
- Information and disclosures provided to the Stock Exchange from time to time.

5.2 ARCHIVAL OF DOCUMENTS

Documents mentioned in sub clause (A) & (B) of Clause 5.1 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. 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 a manner that their retrieval is easy and quick. Documents made available on the website of the company: Any disclosure of events or information which have been submitted by the Company to the Stock Exchanges under Regulation 30 of the Listing 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.

5.3 DESTRUCTION OF DOCUMENTS

1) Documents maintained in physical form:

(i) After the expiry of minimum period as mentioned (or any further period decided by the company) for maintaining or preserving the document, the details of such documents shall be informed to the Company Secretary/ Managing Director by the person responsible to maintain the said records, for destruction.

(ii)(a) The Company Secretary/ Compliance Officer (for secretarial records), (b) CFO/ Compliance Officer/Managing Director (for Books of Accounts and Tax Records), and shall evaluate the need for further preservation and then give their approval for destruction if considered fit and proper after obtaining the necessary approval from Board.

(iii) The person responsible to maintain the said records shall arrange to destroy the said records of the Company after obtaining the approval of Board of Directors.

(iv) The Company Secretary/ CFO/ Compliance Officer shall maintain a Register (Register for destruction of records) for recording the details of records of the Company so destroyed. The Company Secretary along with the person responsible and the person in whose presence the records are destroyed shall endorse the relevant entry in the Register for destruction of records/ documents.

The specimen format of register is as follows:

SPECIMEN FORMAT OF THE REGISTER OF DOCUMENTS DISPOSED OF/ DESTROYED:

Particulars of Documents along with Provisions of law	Date and Mode of Destruction	Signature of the Authorised Person

2) Documents maintained in electronic form:

(i) After the expiry of minimum period as mentioned in (or any further period decided by the company) for maintaining or preserving the document, the details of such documents shall be informed to the Company Secretary/ Managing Director by the person responsible to maintain the said records for destruction.

(ii) (a) The Company Secretary/ Compliance Officer (for secretarial records), (b) CFO/ Compliance Officer/Managing Director (for Books of Accounts and Tax Records), and shall evaluate the need for further preservation and then give their approval for destruction if considered fit and proper after obtaining necessary approval from Board.

(iii) The person responsible to maintain the said records may arrange to destroy the backup of said records of the Company from the server after obtaining the approval of Board of Directors, as the case may be.

(iv) The Company Secretary/ CFO/ Compliance Officer/ Managing Director shall maintain a Register (Register for destruction of records) for recording the details of records of the Company so destroyed. The Company Secretary along with the person responsible and the person in whose presence the records are destroyed shall endorse the relevant entry in the Register for destruction of records/ documents.

3) Documents maintained in Archives (for documents made available on website):

(i) After the expiry of 3 years from the time the information and/or document is transferred and is lying as backup on the server, all back up information and/or documents may be permanently removed from the server, unless otherwise required to be maintained/ preserved by applicable laws.

(ii) The person responsible to maintain the said records shall arrange to remove the said records of the Company after obtaining the approval of the Managing Director.

(iii) The Company Secretary/ Compliance Officer shall maintain a Register (Register for destruction of records) for recording the details of backup records of the Company so removed from the server. The Managing Director along with the person responsible and the person in whose presence the backup records are removed/ destroyed shall endorse the relevant entry in the Register for destruction of records/ documents.

6. GENERAL RULE

1. In case of ambiguity, the Board is the authority to decide the preservation period of such documents.

2. The documents not covered under the aforesaid categories shall be preserved as guided by the law governing preservation of such documents, if any, or general guidelines affecting such documents.

7. RESPONSIBILITY

The Company Secretary/ Managing Director/ Head of departments and Functional heads are responsible for the preservation of documents in their work area and their decision to retain/ preserve or destroy documents pertaining to their area of work/ operations.

8. POLICY REVIEW/ AMENDMENT

This policy shall be reviewed by the Board of Directors and the Board can amend the policy from time to time so that the policy remains compliant with applicable legal requirements. The Company Secretary/ Managing Director will keep the policy updated as per applicable statutory guidelines.