

Asia Capital Limited

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POLICY ON PRESERVATION OF RECORDS AND ARCHIVAL POLICY

CHAPTER I: PRESERVATION OF DOCUMENT POLICY

1. LEGAL FRAMEWORK

The following policy being formulate and put in place a policy for preservation of documents pursuant to Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Regulations”) and the Companies Act, 2013.

2. OBJECTIVES OF THE POLICY

The main objective of this policy is to ensure that all the statutory documents are preserved in compliance with the regulations and as per Policy framed in compliance with the regulations and to ensure that the records no longer needed or are of no value are discarded after following the due process for discarding the same.

The major objectives of the policy are:

- a. Identification of statutory registers and other records of the Company which are required to be preserved;
- b. Identification and categorization of the statutory registers and other records to be maintained either for eight years or permanently;
- c. Decide whether the statutory records and documents are to be preserved in physical form or in electronic form;
- d. After completion of 8 years, for the statutory documents which are to be preserved for 8 years only may be disposed of as per the guidelines of the Policy or as decided by the Board of Directors at that time; and
- e. Aiding employees of the Company in understanding their obligations in retaining and preserving the documents and records.

3. DEFINITIONS

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

- b. "**Board of Director**" or "**Board**", means the collective body of the Directors of the Company;
- c. "**Company**", "**This Company**", "**The Company**", "**Company**" wherever occur in the policy shall mean "Asia Capital Limited";
- d. "**Current**" means running matter or whatever is at present in course of passage;
- e. "**Documents**" shall mean all papers, records, files, books, tapes, CDs, DVDs, electronic storage devices etc., and the like as required to be maintained under any law or regulation for the time being in force;
- f. "**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 access to it;
- g. "**Maintenance**" means keeping Documents, either physically or in Electronic Form;
- h. "**Policy**" or "**This Policy**" means, "**Policy on Preservation of Documents**";
- i. "**Preservation**" means to keep in good order and to prevent from being altered, damaged or destroyed;
- j. "**Records**" means documentary evidence of past events or transactions;
- k. "**Register**" means documents and records required to be maintained under:
 - (i) The Companies Act 2013 and Rules thereunder
 - (ii) SEBI Regulations
 - (iii) Secretarial Standards
 - (iv) Any other law for the time being in force.

4. INTERPRETATION

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5. GUIDELINES

Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides that the listed entity shall have a policy for preservation of documents, approved by the 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.

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

- a. Documents that need to be preserved and retained permanently;
- b. Documents that need to be preserved and retained for a period of 8 years as specified under the Companies Act, 2013 or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- c. Documents that need to be preserved and retained for such period as prescribed under any statute or regulation as applicable to the Company; and
- d. Where there is no such requirement as per applicable law, then for such period as the document pertains to a matter which is “Current”.

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

6. MODES OF PRESERVATION

The Documents may be preserved in

- a) Physical form; or
- b) Electronic Form.

The officers 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 preservation of documents should be such as to ensure that there is no tampering, alteration, destruction or anything which endangers the content, authenticity, utility or accessibility of the documents.

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

7. DESTRUCTION OF DOCUMENTS

The documents of the Company which are no longer required as per the time schedule prescribed in the Annexure A may be destroyed. The concerned officer may direct employees in charge from time to time to destroy the documents which are no longer required as per the documents Preservation Schedule given under Annexure-A. The details of the documents destroyed by the Company shall be recorded in the Register for Disposal of Records to be kept by Employees who are disposing of the documents in the format prescribed at **Annexure-B**. The entries in the register shall be authenticated by the Authorised Person.

8. POLICY REVIEW

This policy shall be reviewed from time to time so that the policy remains compliant with applicable statutory requirements. The Company will keep the policy updated as per applicable statutory guidelines.

CHAPTER II: ARCHIVAL POLICY

1. LEGAL FRAMEWORK

Regulation 30(8) 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.

2. OBJECTIVES OF THE POLICY

Pursuant to Regulation 30(8) of the SEBI Listing Regulations, records are to be retained for the period of their immediate use, unless longer retention is required for historical reference, contractual, legal or regulatory requirements or for other purposes as may be set forth below. Records that are no longer required, or have satisfied their required periods of retention, shall be destroyed as per the procedure prescribed under law.

3. SCOPE

As per Regulation 30(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every equity listed entity is required to make disclosures to Stock Exchange(s) of any events or information which, in the opinion of the board of directors of the listed company, is material and such disclosures shall be hosted on the website of the listed company for a minimum period of 5 years & thereafter as per the Archival Policy of the company as disclosed on its website and thereafter in the archives (in soft copy form) of the Company for a period of 2 (two) years. Thereafter the said information, documents, records may be destroyed as per the policy on preservation of documents.

This Policy has been framed keeping in view the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Policy applies to such documents/information hosted and visible to the public on the website of the Company.

4. POLICY REVIEW

This policy shall be reviewed from time to time so that the policy remains compliant with applicable statutory requirements. The Company will keep the policy updated as per applicable statutory guidelines.

ANNEXURE – A

INDICATIVE LIST

a. PERMANENT PRESERVATION:

- Documents relating to Incorporation of the Company;
- Memorandum and Articles of Association;
- Agreements made by the Company with Stock Exchanges, Depositories, etc.;
- Common Seal;
- Minutes Books of Board, General Meetings and Committee Meetings as per the Companies Act, 2013;
- Statutory Registers as per the Companies Act, 2013;
- Files relating to premises viz. Title Deeds/Lease Deeds of owned premises/land and building, etc. and related Ledger/Register;
- License and Permissions;
- Statutory Forms and disclosures except for routine compliance;
- Policies of the Company framed under various regulations;
- Register of disposal of records;
- Register of Power of attorneys, if any;
- Records relating to Court Cases / CBI Cases / Police Cases/ Civil Suits/ Labour Court Cases/ Arbitration Cases;
- Certificates obtained from various statutory authorities; and
- Such other records as may be required under any law from time to time.

b. TEMPORARY PRESERVATION UPTO 8 YEARS:

- 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);
- Register of renewed and duplicate share Certificate (not less than 30 years);
- Board Agenda and supporting documents;
- Attendance Register;
- Office copies of General Meeting Notices, scrutinizer's report, and related papers (as long as they remain current or for 8 financial years);
- Office copies of Board Meeting Notices, Agenda, notes on agenda and other related papers (8 financial years);
- Disclosures prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (8 financial years);
- All notices pertaining to disclosure of interest of Directors and Key Managerial Personnel;
- Instrument creating a charge or modification;
- Books of accounts, financial statements etc.;
- Register of debenture holders or any other security holders;
- Register of Inter Corporate Loans and Investments as per the Companies Act, 2013;
- Register of Allotment (from the date of each allotment) as per the Companies Act, 2013;

- Vouchers/Voucher register and books of accounts as defined under section 2(13) of the Companies Act, 2013;
- Income Tax Returns filed under the Income Tax Act, 1961; and
- All show cause notice or any other notice received from any statutory, government departments, Judicial or Quasi-judicial authority etc.

c. **OTHERS:**

As per applicable law.

ANNEXURE-B

Specimen format of the register of documents disposed of/destroyed

Particulars of Document Along with Provision of Law	Date and Mode of Destruction	Initials of the Authorized Person
