



## **R SYSTEMS INTERNATIONAL LIMITED**

### **POLICY ON PRESERVATION OF DOCUMENTS**

#### **1. INTRODUCTION**

Pursuant to Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Hereinafter called as “The Regulations”) every listed Company shall frame a policy on preservation of documents.

Therefore, this Policy on Preservation of Documents has been framed in accordance with the provisions of Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time.

The policy will contain guidelines how to identify documents that need to be maintained, how long certain documents should be retained, how and when those documents should be disposed off if no longer needed, and how should be accessed or retrieved when they are needed.

#### **2. PURPOSE & SCOPE:**

A good document preservation program is fundamental to the Company’s commitment to administrative efficiency, transparency and accountability. It enables the Company to take decisions and actions by providing essential evidence in the form of documents.

The Policy sets the Standards for classifying, managing and storing the documents of the Company. The purpose of this policy is to establish framework for effective document management.

#### **3. DEFINITIONS**

- a) Act: “Act” means the Companies Act, 2013 including any amendment or modification thereof.
- b) Company: “Company” means R Systems International Limited
- c) Board: Board means Board of Directors of the R Systems International Limited
- d) Compliance Officer: “Compliance Officer” means the Company Secretary of the Company who is responsible to perform duties as required under Section 205 of the Companies Act, 2013 and Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- a) “Current Document(s)” means any Document, that still has an ongoing relevance with reference to any ongoing litigation, proceedings, complaint, dispute, contract or any like matter.
- b) Director: “Director” means a person as defined in Section 2(34) of the Companies Act, 2013 and presently appointed as a Director in the Company.
- c) Document: “Document” refers to papers, notes, agreements, notices, advertisements, requisitions, orders, declarations, disclosures, forms, correspondence, minutes, indices, registers and or any other record, required under or in order to comply with the requirements of any governing law or any other business records of the Company 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.;
- a) Employees: “Employees” shall mean the employees and office-bearers of the Company, including but not limited to Whole Time Directors.
- b) Key Managerial Personnel: “Key Managerial Personnel” shall mean the officers of the Company as defined in Section 2(51) of the Companies Act, 2013 and rules prescribed there under.
- c) Regulations: “Regulations” shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015
- d) Secretarial Standards: “Secretarial Standards” means standards issued by the Institute of Company Secretaries of India under Section 118 (10) of the Companies Act, 2013.
- e) Stock Exchange or Exchanges: “Stock Exchange or Exchanges” shall mean BSE Limited and National Stock Exchange of India Limited
- f) Governing Laws means the Companies Act, 2013, SEBI Act, Rules and Regulations, Secretarial Standards, Labour Laws, Tax Laws and all other applicable laws for the time being in force.

#### **4. CLASSIFICATION OF DOCUMENTS**

Documents shall be classified in the following categories

- a) Mandatory under governing laws
- b) Documents connected with the business operation of the Company.

## **5. CLASSIFICATION OF PRESERVATION OF DOCUMENTS**

The preservation of documents shall be classified in the following categories

- a) Documents whose preservation shall be permanent in nature.
- b) Documents which are required to be mandatorily preserved for a stipulated minimum period of time under governing laws shall be preserved accordingly.
- c) Documents in respect of which no timeline for preservation is provided as per the governing laws shall be preserved for such period as decided by the departmental head with respect to which the document is concerned in adherence to the factors mentioned in Clause 6.

An suggestive list of the Documents as described in sub clause 5 (a) and the timeframe of their preservation as is provided in Annexure-I

## **6. GUIDING PRINCIPLES FOR PRESERVATION OF DOCUMENT**

The following are the guiding principle to be considered by the competent officer while deciding on whether or not document is to be preserved:

- a. whether the records are statutory documents required by various regulatory authorities from time to time or of some statutory value.
- b. whether the information contained in the document is generally available.
- c. whether the values of possessed by the records is purely informational or of some intrinsic value.
- d. whether the document is such as required to be preserved under any agreement by the Company with third parties.
- e. assessment of the user's needs for the document- whether it is of current use, Semi-current use or is rarely or never needed for reference.

## **7. MODES OF PRESERVATION**

The Documents may be preserved in physical form or in Electronic Form. The document should be preserved :

- a. in such conditions that are secure and clean with low risk of damage,
- b. in manner as to ensure that no tampering, alteration, destruction or anything which endangers the content, authenticity, utility or accessibility of the Documents may take place, and
- c. in a way as to ensure the proper accessibility to the documents at all the reasonable time.

## **8. CUSTODY OF THE DOCUMENTS**

Subject to the Applicable Law, the custody of the Documents shall be with the competent officer of the Company. Where the competent officer 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 to his reporting officer.

## **9. DESTRUCTION OF THE DOCUMENT:**

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.

All documents which fall under Clause 5(a) need to be permanently preserved by the Company during its entire life time.

All documents which fall under Clause 5(b) must be preserved for a period not less than 8 years or such other period as may be prescribed under any governing law for the time being in force and thereafter the records can be destroyed subject to prior approval of the Board of Directors of the Company or other authority as required under the governing Law pursuant to which the Documents have been preserved.

All documents which fall under in Clause 5(c) excluding the Current Document(s) shall be destroyed after the relevant or prescribed period as determined by the competent officer in whose custody the Documents are stored, after the prior approval of the respective departmental head.

The Company shall maintain a register wherein it shall enter brief particulars of the documents destroyed and all entries made therein shall be authenticated by the respective Department Head for the purpose. Inspection of this register is restricted.

An indicative list of Documents may be destroyed after the time period as may be prescribed under the governing laws and as normal administrative practice are listed in Annexure II

## **10. CONVERSION OF THE FORM IN WHICH THE DOCUMENTS ARE PRESERVED**

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

## **11. AMENDMENTS TO THE POLICY**

The Board of Directors can amend this Policy, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

## Annexure-I

### Suggestive List of Permanent Preservation

- a. The memorandum and articles of the company
- b. Affidavit from the subscribers to the memorandum and from persons named as the first directors
- c. Register of members
- d. Books and Documents relating to the issue of share certificates, including the blank forms of share certificates
- e. Annual return
- f. The foreign register of members
- g. Minutes book of the board meeting and general meeting
- h. Statutory registers maintained under the Companies Act, 2013
- i. Licenses, Registration Certificates issued under the governing laws and subsequent amendments thereof.
- j. Records of the Property of the Company

## **Annexure-II**

1. The below mentioned must be preserved for a period not less than 8 years or such other period as may be prescribed under any law for the time being in force
  - a. Proxy forms
  - b. Representation letters
  - c. Circular resolutions
  - d. Annual reports
  - e. Consent and Resignation Letters received from the Directors
  - f. Central Government Approvals received
  - g. Filed connected with documents related NSDL/CDSL, SEBI, Stock Exchanges, ROC
  - h. Annual financial statements including:
    - a. Annual Accounts;
    - b. Directors Report;
    - c. Auditors Report
  - i. Declaration by directors under Section 164 of the Companies Act, 2013
  - j. Declaration by directors under Section 184 of the Companies Act, 2013
  - k. All documents under the Listing Agreement
  - l. Notice of General Meetings and Board Meetings
  - m. Documents on which the common seal of the company has been affixed.
  - n. Books and vouchers
  
2. The following categories of Documents may be destroyed as normal administrative practice:
  - a) catalogues;
  - b) copies of press cuttings, press statements or publicity material;
  - c) letters of appreciation or sympathy, or anonymous letters;
  - d) requests for copies of maps, plans, charts, advertising material (subject to Clause 9 and 10 of this Policy);
  - e) facsimiles where a photocopy has been made;
  - f) telephone message;
  - g) Correspondence with shareholders
  - h) drafts of reports, correspondence, speeches, notes, spread sheets, etc. (subject to Clause 9 and 10 of this Policy); and
  - i) Renewal, Modification, termination of contracts/agreements/ Purchase Orders which have been completed or terminated
  - j) routine statistical and progress reports compiled and duplicated in other reports (subject to Clause 9 and 10 of this Policy)