

**PRAJAY ENGINEERS SYNDICATE  
LIMITED**

**POLICY ON PRESERVATION OF  
DOCUMENTS**

## POLICY ON PRESERVATION OF DOCUMENTS

### Legal Framework

Regulation 9 of Securities and Exchange Board of India, (Listing Obligations and Disclosure Requirements) Regulations, 2015 [herein after referred to as “SEBI (LODR) Regulations” or “Regulations”], requires every listed company to have a policy on preservation of documents.

The Board of Directors of Prajay Engineers Syndicate Limited (the “Company”) is obliged to formulate a policy for “Preservation of Documents” to comply with the requirements of Regulation 9 of the Listing Regulations.

This Policy categorizes the records that whose preservation shall be permanent in nature and documents that will be preserved for specified period of time and outlines responsibilities to create, maintain and lawfully dispose of the records. It endorses the preservation of records in the Company’s Archives.

### Definitions

- i. **“Board”**  
Board means the board of directors of the Company or its Committee; or Board means “Securities and Exchange Board of India.”
- ii. **“Company”**  
Company means **“Prajay Engineers Syndicate Limited.”**
- iii. **“Documents”**  
as defined in sub- section 36 of section 2 of the Companies Act, 2013 – “includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.”
- iv. **“Electronic Form”**  
as defined in sub-section (r) of section 2 of the Information Technology Act, 2000 – “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.”
- v. **“Electronic Records”**  
as defined in sub-section (r) of section 2 of the Information Technology Act, 2000 – “means data, record or data generated, image or sound stored, received or sent in an electronic form or micro film or computer generated micro fiche.”
- vi. **“Listing Regulations”**  
Listing Regulations means the Securities and Exchange Board of India, (Listing Obligations and Disclosure Requirements) Regulations, 2015
- vii. **“Preservation”**  
Preservation means to keep in good order and to prevent from being altered, damaged or destroyed

viii. **“Policy”**

Policy means this Policy of Preservation of Documents of the Company;

ix. **“Records”**

Records in relation to this policy includes accounting records, books or papers and books and papers as defined in sub-section 12 of section 2, books of accounts as defined in sub-section 13 of section 2 of the Companies Act, 2013, statutory and other documents of material significance whether covered under this Policy or not.

Any other term not defined herein shall have the same meaning as ascribed to it under the Companies Act, 2013, Listing Regulations framed by the Securities Exchange Board of India or any other relevant regulation/legislation applicable to the Company.

### **Objective of Policy**

This Policy mechanism provides the comprehensive framework for preservation of documents for a specified period of time to achieve the following objectives:

- a) Effective corporate governance and risk management;
- b) Effective information management to support the work of the administrations and provision of continued access to it at times when needed;
- c) Systematic disposal/destruction of Company’s non-current records that have outlived their administrative usefulness.
- d) Identification of the Company’s records that are of continuing administrative and historical value to warrant their transfer to and preservation in the Company’s Archives.

### **Scope of the Policy**

Based on the requirement and for the purpose of effective management, the period for which the records of the Company shall be maintained have been classified into two categories:

- I. Documents whose preservation shall be permanent in nature;
- II. Documents whose preservation shall be at least 8 years.

This Policy applies to the records maintained by the Company in any format or medium. The records which are not required to be retained permanently shall be disposed off according to this Policy.

### **Provision with regard to Preservation of Documents under various Laws**

The Company from time to time establishes retention or destruction of policies or documents or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving design, layouts and cost management. Several categories of documents that bear special consideration are identified below. While minimum retention periods are suggested, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention identified above, as well as any other pertinent factors.

- (a) **Tax Records:** Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of deductions, business costs, accounting procedures, and other documents concerning the Company's revenues.

Tax records may be retained for at least Eight years from the date of filing the applicable return.

**(b) Employment Records/Personnel Record:** Several Central & State statutes require the Company to keep certain recruitment, employment and personnel information. The Company should also keep personnel files that reflect performance reviews and any complaints brought against the Company or individual employees under applicable Central & State statutes. The Company should also keep all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel in the employee's personnel file.  
Employment and personnel records should be retained for six years or till the cessation of the employee.

**(c) Board and Board Committee Materials:** Meeting minutes should be retained in perpetuity in the Company's minute book. A clean copy of all Board and Board Committee materials should be kept as long as they remain current or for 8 financial years, whichever is later.

**(d) Press Releases/Public Filings:** The Company should retain permanent copies of all press releases and publicly filed documents under the theory that the Company should have its own copy to test the accuracy of any document a member of the public can theoretically produce against that Company. Press releases / public filings related documents should generally be maintained for a period of eight years or till the completion of the case, whichever is later.

**(e) Legal Files:** Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of eight years or till the completion of the case, whichever is later.

**(f) Marketing and Sales Documents:** The Company should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally eight (8) years.

**(g) Contracts:** Final, execution copies of all contracts entered into by the Company should be retained. The Company should retain copies of the final contracts for at least eight (8) years or after the expiry of term of the contract whichever is higher, and longer in the case of publicly filed contracts.

**(h) Electronic Mail:** E-mail that needs to be saved should be either:

- (i) Printed in hard copy and kept in the appropriate file; or
- (ii) Downloaded to a computer file and kept electronically or on disk as a separate file.

Electronic documents will be retained as if they were paper documents. Therefore, the electronic files should be maintained for the appropriate amount of time depending upon the subject matter of the email and should be determined primarily by the application of the general guidelines affecting document retention. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder. Backup and recovery methods should be tested on a regular basis.

This Policy sets the standards for preservation of documents of the Company, broadly classified in the following categories, which may be preserved, in physical and/or electronic mode.

**1. Documents to be preserved permanently:**

**A) Companies Act, 2013:**

- Memorandum and Articles of Association as amended from time to time.
- Register of Contracts.
- Register of Directors and KMPs and the securities held by them.
- Register of Loans and Investments made by the Company.
- Register and Index of Members.
- Minutes of the Board, Committees of the Board and General Body meetings including meeting conducted through Postal Ballots.
- Resolutions passed by Circulation.
- Various Forms and returns filed with the Authorities.
- Audited Financial Statements.

**B) SEBI Merchant Banking Regulations:**

- Certificate of Registration issued by SEBI.

**C) 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.

**D) Depositories Act:**

- Confirmation of all Corporate Actions in respect of allotment of securities.
- Intimation on allotment of International Securities Identification Numbers (ISIN) for securities issued.

**E) Others:**

- Register of Records and Documents destroyed.

**II. Documents shall be preserved and maintained for a period of 8 years from the date of its event, unless specified under any other any Act or rules, for a longer duration:**

**A) Companies Act 1956 / Companies Act, 2013:**

- Register of Buy-back of Securities from the date of completion of buy-back
- Notices and Notes to agenda of the Board, Committees of the Board, General Meetings and Postal Ballots.
- Register of Charges from the date of satisfaction of respective charge.
- Register of Debentures and Debenture Trust Deed from the date of its redemption.
- Books of Accounts including vouchers and bills.

- Annual Returns together with the Annexures.
- Register of Transfer and Transmission of shares / Debentures and other securities.
- 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.

**B) SEBI Merchant Banking Regulations:**

- Half-yearly reports.
- Orders, if any, passed by SEBI with respect to Merchant Banking activities.

**C) 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.

**D) Documents filed with Stock Exchanges under SEBI Regulations**

All disclosures and intimations filed under:

- i) SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.
- ii) SEBI (Prohibition of Insider Trading) Regulations, 2015.
- iii) 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.

### **Location of Records**

As mandated by the Companies Act, 2013 or under any other statute, certain records shall be located at the registered office of the Company. The records for which no specific place has been specified under any statute shall be maintained at the corporate office of the Company or at any other place as may be approved by the Board, from time to time.

### **Record Appraisal**

The Company shall at regular intervals carry out the appraisal of the records preserved as per this Policy. The purpose of the appraisal process is to ensure the records are examined at the appropriate time to determine whether or not they are worthy of archival preservation, whether they need to be retained for a longer period as they are still in use, or whether they should be destroyed. The appraisal of records shall be undertaken only after the approval of the Board of the Company.

### **General**

Notwithstanding anything contained in this Policy, the Company shall ensure to comply with any additional requirements as may be prescribed under any laws/regulations either existing or arising out of any amendment to such laws/regulations or otherwise and applicable to the Company, from time to time.

## **Amendment**

The Board of Directors of the Company reserves the right to amend or modify this Policy in whole or in part, as may be required, at any point of time.