



DIVGI TORQTRANSFER SYSTEMS LIMITED

POLICY FOR PRESERVATION OF DOCUMENTS

Document Control

Created by	Company Secretary and Compliance Officer
Reviewed by	Audit Committee on June 02, 2022
Approved by	Board of Directors on June 10, 2022
Version	1.0/2022

Document Record Sheet

Sr. No.	Revision No.	Date	Description of changes

1. Introduction:

The Preservation of Documents Policy of Divgi TorqTransfer Systems Limited (the “**Company**”) (hereinafter referred to as the “**Policy**”). This policy has been framed in compliance with the provisions of Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “**SEBI Listing Regulations**”) which requires every listed company to have a policy on preservation of documents. As per Regulation 9, a listed entity shall have a policy for preservation of documents, approved by its Board of Directors, classifying them in at least two categories i.e. (a) documents whose preservation shall be permanent in nature; and (b) documents with preservation period of not less than 8 years after completion of the relevant transactions. The listed entity may keep such documents in electronic mode. The Policy is framed in line with the existing provisions of SEBI Listing Regulations. Any future changes in the SEBI Listing Regulations will, ipso facto, apply to this Policy.

2. Purpose of the Policy

The purpose of this policy for preservation of documents is to ensure that the Company retains its official records in a complete and accurate manner and in accordance with the requirements of all applicable laws and to ensure that official records no longer needed by the Company are discarded at the proper time. This Policy provides guidelines concerning the length of time for which the official records should be retained under ordinary business circumstances. No directors, officer or employee of the Company shall knowingly destroy a document with the intent to obstruct or influence the investigation or proper administration of any matter within the jurisdiction of any government department or agency or in relation to or contemplation of any such matter or case. This Policy covers all records and documents of the Company. The preservation of documents is important in order to ensure immediate access to the records, its retrieval and authentication

3. Policy:

The Policy has been approved by the Board of Directors in their meeting held on June 10, 2022.

Broadly, there are two kinds of Company records- temporary and retained.

A. TEMPORARY RECORDS

Temporary records include all business documents that are intended to be superseded by final or permanent records, or which are intended to be used only for a limited period of time, including, but not limited to written memoranda and dictation to be typed in the future, reminders, to-do lists, reports, drafts, and interoffice correspondence regarding a client or business transaction.

Temporary records can be destroyed or permanently deleted if in electronic form when a project or matter closes.

Upon closing of such temporary files, the respective departments shall gather and review all such temporary records. Before destroying or deleting these documents make sure to have duplicates of all the final records pertaining to the project or matter. Upon destruction or deletion, organize the final records (and duplicates) in a file marked "Final" and store them appropriately, as required under this Policy.

B. RETAINED RECORDS

Retained records include all business documents that are not superseded by modification or addition, including but are not limited to documents given (or sent via electronic form) to any third party not employed by the Company, or to any government agency; final memoranda and reports; correspondence; handwritten telephone memoranda not further transcribed; minutes; specifications; journal entries; cost estimates; etc.

4. RECORD RETENTION SCHEDULE

Each Head of the Department shall identify and at all times maintain a schedule of temporary and retained documents.

Records as per the Companies Act, 2013 and SEBI Regulations

The Company shall maintain all records as per the Companies Act, 2013 and SEBI Regulations for not less than 8 (Eight) Years. Documents that are to be made available on the Company's website in Compliance with the SEBI (Listing Regulations and Disclosure Obligations), 2015 will be made available on the website for a period of 5 years and thereafter will be archived for a period of 3 years.

Tax Records

Tax records includes, but are not limited to Documents concerning tax assessment, tax filings, tax returns, proof of deductions, appeal preferred against any claim made by the relevant tax Authorities. Tax Records shall be maintained for a period of 8 or for a period of 8 (Eight) Years after a final Order has been received with respect to any matter which was preferred for Appeal, as the case may be.

Employment /Personnel Record

The Company is required to keep certain documents relating to recruitment, employment and personnel information, performance review, action taken by or against any employee, complaints by or against any employee. These Documents relating to Employment or Personnel information shall be retained for a period of at least 8 (Eight) years.

Press Releases

Press Release shall include, but shall not be limited to, any intimation given to the press regarding financial results, profits, Meetings of the Board, General Meetings, and overall performance of the Company. The Company shall retain all Press Releases for at least 8 years.

Legal Documents

Legal Documents shall include, but shall not be limited to contracts, legal opinions, pleadings, Orders passed by any court or tribunal, Judgments, 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.

A contract shall be retained for a period of 8 (Eight) Years or for 8 (Eight) Years after the expiry of the term of the contract, whichever is higher.

Documents relating to any property owned by the Company shall be retained perpetually. Other property Documents shall be retained for a period of 8 (Eight) Years or for a period of 8 (Eight) Years after the rights in such property ceases to exist, whichever is higher.

Orders passed by any Court or Tribunal or any Authority or Judgment which are final in nature and cannot be superseded shall be retained permanently. Interim Orders shall be retained till a Final Order is received or for a period of 8 (Eight) Years whichever is higher.

Pleadings shall be retained for a period of 8 (Eight) Years or till the matter has been disposed off, whichever is higher.

Marketing and Sales Documents

The Company shall retain relevant marketing and sales Documents for a period of at least 8(Eight) Years.

Intellectual Property Documents and Licenses

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.

Licenses shall be retained till the time the validity of the License and for a period of 8 (Eight) Years thereafter or for a period of at least 8 (Eight) Years, whichever is higher.

5. Records Covered:

This policy applies to all official records generated in the course of the Company's operations, including but not limited to:

- Typed or printed hardcopy (i.e. paper) documents;
- Electronic records and documents (e.g. email, web files, text files, PDF files etc.);
- Video or digital images;
- Graphic representation;
- Electronically stored information contained on network servers and/ or document management systems;
- Recorded audio material (e.g. voicemail); and
- Other kind of records.

6. Administration

Record Preservation Schedule:

Attached to this policy is a record preservation schedules (Schedule 1 and Schedule 2) that are approved as the maintenance and preservation schedules for official records of the Company. It shall be the duty of the head of each department to administer this Policy and implement reasonable processes and procedures concerning the record preservation schedules.

Distribution of Policy to Employees and Officers:

The head of each department will arrange for every officer and employee who may have control over or responsibility for the Company's documents to receive a copy of this Policy and ensure that he or she has received a copy of this Policy, has read and understood it and has agreed to comply with it.

7. Record Storage Procedures:

Organization of Records: In order to facilitate administration of this policy, where practicable, the Company's official records should generally be organized and stored according to general categories in a manner that best facilitates the efficient administration of the Company's operations where appropriate. Records within each category should generally be organized and stored in chronological order or by time period (e.g. by month or year)

Dating of Records: Categories of records not required to be retained on a permanent basis (according to the record preservation schedules) should be maintained by the date or conspicuously dated to enable such records to be easily identified for destruction at the end of the record preservation period specified in the record preservation schedules.

Confidentiality of Record: Records containing confidential information should be labeled and/ or stored in a manner to limit access to those employees or other individuals with authorization to view such records. The Company provides its employees with email as a tool for performing its employees' work functions. While the Company understands that employees may use their email to conduct personal business, employees should be aware that they have no expectation of privacy for any information or communications contained in work-related email accounts. The Company reserves the right to review any of the Company's email at any time.

Electronic Storage Systems: The Company Secretary of the Company is authorized to develop and implement a system for maintaining the Company's records via an electronic storage system that either images hardcopy records or transfers computerized records to electronic storage media (e.g., hard drives, storage area networks or optical media such as CDs and DVDs).

8. Confidentiality and ownership:

All records are the property of the Company and employees are expected to hold all business records in confidence and to treat them as the Company's assets. Records must be safeguarded and may be disclosed to parties outside of the Company only upon proper authorization. Any subpoena, court order or other request for documents received by employees or questions regarding the release of the Company's records must be directed to the head of the respective department, prior to the release of such records. Any records of the Company in possession of an employee must be returned to the employee's successor or person in charge or the head of the department, upon termination of employment.

9. Kind of Documents/ Records and time period for preservation:

The Company shall maintain and preserve documents as specified hereunder:

Category (A): The documents of permanent nature (listed in Schedule -1) shall be maintained and preserved permanently by the Company subject to the modifications, amendments, addition, deletion or any changes made therein from time to time. Provided that all such modifications, amendments, addition or deletion in the documents shall also be preserved permanently by the Company

Category (B): The documents of the Company to be maintained and preserved for specified time period after completion of the relevant transactions (listed in Schedule -2) shall be preserved by the Company for a term not less than 8 years after completion of the relevant transactions subject to the modifications, amendments, addition, deletion or any changes made therein from time to time.

Provided that all such modifications, amendments, addition or deletion in the documents shall also be preserved for a term not less than 8 years.

10. Destruction of Documents

After the expiry of the statutory retention period, the preserved documents may be destroyed in such mode under the instructions approved by the board of directors/ head of the department. This applies to both physical and electronic documents.

11. Suspension of Documents disposal in the event of Litigation or Claims

In the event the Company is served with any Notice for Documents from any of the Statutory Authorities or any Litigation is commenced by or against the Company, than the disposal of Documents which are subject matter of Notice/Litigation, etc. shall be suspended till such time the matter is settled or resolved or disposed of. The Administrator shall immediately inform all Employees of the Company for suspension of further disposal of Documents.

12. Dissemination of the Policy

The approved Policy shall be uploaded on the Company's website at www.divgi-tts.com

13. Amendments to the Policy

The Board of Directors shall alter, amend or modify the clauses of this Policy from time to time in line with the requirement of the SEBI Listing Regulations or any other rules, regulation etc., which may be amended and applicable from time to time.

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment/modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

Documents whose preservation shall be permanent in nature:

Sr. No.	Nature of Document(s)
1.	All documents and information originally filed with RoC for incorporation of the Company
2.	Memorandum of association and articles of association as originally filed and updated from time to time
3.	Register of members
4.	Index of members
5.	Minutes of general meeting
6.	Minutes of board meeting
7.	Minutes of various committee meetings
8.	All ROC form filings for increase in paid-up capital
9.	Any other document as may be required to be maintained in terms of applicable law(s), maintained and preserved from time to time

Documents with preservation period of not less than 8 years after completion of the relevant transactions:

Sr. No.	Nature of Document(s)
1.	Books of accounts
2.	Annual return(s)
3.	Register of debenture holders
4.	Index of debenture holders
5.	Statutory registers
6.	Tax related records and documents
7.	Any other document as may be required to be maintained in terms of applicable law(s), maintained and preserved from time to time