



*the Spirit of Innovation*

## **DIVGI TORQTRANSFER SYSTEMS LIMITED**

### **ARCHIVAL POLICY**

#### **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**

<b>Sr. No.</b>	<b>Revision No.</b>	<b>Date</b>	<b>Description of changes</b>

#### **1. Purpose and Scope**

The Archival policy on disclosures/ events/ information etc. to be hosted from time to time on the website of the Company ("**Policy**") is framed by Divgi TorqTransfer Systems Private Limited ("**the Company**") pursuant to Regulation 30 and 46 read with Regulation 62 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

Sub-regulation 8 of Regulation 30 of the SEBI Listing Regulations requires every listed company to formulate an archival policy for disclosing events and information as have been disclosed to the Stock Exchanges under relevant regulations/provisions and such policy shall be disclosed on the website of the Company.

Further, such disclosures shall be hosted on the website of the Company for a minimum period of 5 years and thereafter as per the archival policy of the Company.

## **2. Definitions**

- (a) "Website" means website of the Company i.e. [www.divgi-tts.com](http://www.divgi-tts.com).
- (b) "Board" means Board of Directors of the Company.

## **3. Documents to be Hosted on Website**

In line with the policy of the Company on Determination of Materiality of Events and as per the Regulations, the Company shall disclose all such events or information which are required to be disclosed to the stock exchanges in terms of Regulation 30 of the SEBI Listing Regulations read with Part A of Schedule III and such disclosures shall be hosted on the website of the Company

## **4. Period of Hosting the Events or Information**

The disclosures made by the Company to the Stock Exchanges under Regulation 30 of the SEBI Listing Regulations, shall be hosted on the Website for a minimum period of 5 years. In case the aforesaid disclosures are required by any applicable law or regulation to be hosted for a period longer than that mentioned above, such disclosures shall be hosted on the Website for such longer period.

## **5. Archival of Documents**

After the hosting period of five years is over, thereafter, such disclosures shall be kept in the archives of the Company for a period of Two years. Thereafter, the information/ documents may be deleted/ removed from the website after obtaining approval from the [Chief Financial Officer or the Company Secretary of the Company.]

Provided however, if the size of documents is very large to archive certain documents, then such documents may be removed/ deleted from archives after taking prior approval of the Chief Financial Officer or the Company Secretary of the Company.

## **6. Information which shall be disseminated on the Company's website under regulation 46(2) of the SEBI Listing Regulations.**

### **6.1 Mandatory Information**

- (a) Details of its business;
- (b) Terms and conditions of appointment of independent directors;
- (c) Composition of various committees of the Board;

- (d) Code of conduct of the Board and senior managerial personnel;
- (e) Details of establishment of vigil mechanism / whistle blower policy;
- (f) Criteria for making payments to non executive directors, if the same has not been disclosed in the annual report;
- (g) Policy on dealing with 'related party transactions';
- (h) Policy for determining 'material' subsidiaries;
- (i) Details of familiarization programmes imparted to independent directors including the following details:
  - Number of programmes attended by independent directors (during the year and on a cumulative basis till date);
  - Number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date); and
  - Other relevant details.
- (j) Email address for grievance redressal and other relevant details;
- (k) Contact information of Company Secretary and Compliance Officer of the Company who are responsible for assisting and handling investor grievances;
- (l) Financial information including:
  - Notice of meeting of the board of directors where financial results shall be discussed;
  - Financial results, on conclusion of the meeting of the board of directors where the financial results were approved;
  - Complete copy of the annual report including balance sheet, profit & loss account, directors report, corporate governance report etc.;
- (m) Shareholding pattern;
- (n) Details of agreements entered into with the media companies and / or their associates, etc.;
- (o) Schedule of analysts or institutional investors meet (which shall be the group meetings or group conference calls conducted physically or through digital means) and presentations made by the Company to analysts or institutional investors;
- (p) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s) and such

presentation and audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within 24 hours from the conclusion of such calls, whichever is earlier.

- (q) New name (if any) and the old name of the Company for a continuous period of one year, from the date of the last name change;
- (r) Financial results as published in the newspapers;
- (s) All credit ratings obtained by the Company for all its outstanding instruments, updated immediately as and when there is any revision in any of the ratings;
- (t) Separate audited financial statements of each subsidiary of the Company in respect of a relevant financial year, uploaded at least 21 days prior to the date of the annual general meeting which has been called to *inter alia* consider accounts of that financial year:
- (u) Secretarial compliance report;
- (v) Policy for determination of materiality;
- (w) Disclosure of contact details of key managerial personnel who are authorized for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) as required under disclosure of policy for determination of materiality;
- (x) Disclosures under sub-regulation (8) of Regulation 30 of SEBI Listing Regulations;
- (y) Statements of deviation(s) or variation(s) as specified in Regulation 32 of these regulations;
- (z) Dividend distribution policy by the Company; and
- (aa) Annual return.

6.2 All Events/information as specified in Schedule III–Part A and Part B of the SEBI Listing Regulations.

6.3 All the information / documents as may be required to be hosted on the website as required under the provisions of the Companies Act, 2013 and other applicable laws, rules & regulations.

6.4 The Company shall ensure all information is accurate and shall update any change in the content of its website within two working days from the date of such change in content.

## **7. Amendment**

The Policy can be amended, modified or revised by the Board of Directors of the Company from time to time. In case any provisions of the Policy are contrary to or inconsistent with the provisions of the Companies Act, 2013, rules framed thereunder and SEBI Listing Regulations, the provisions of statutory provisions mentioned herein shall prevail.

***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.***