



PRESERVATION OF DOCUMENTS AND ARCHIVAL POLICY

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1. PREAMBLE

Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'] mandates that every listed entity shall have a policy for preservation of documents/records maintained by the Company either in Physical Mode or Electronic Mode, classifying them into the following categories: -

- a) Documents whose preservation shall be permanent in nature; and
- b) Documents with preservation period of not less than eight years after completion of the relevant transactions.

2. SCOPE

By virtue of the Listing Regulations, S & T Corporation Limited ('the Company') is required to frame a Policy for preservation of documents as per applicable statutory and regulatory requirements.

This Policy has been approved and adopted by the Board of Directors of the Company at its Meeting held on February 5, 2016.

3. OBJECTIVE

This Policy is formulated to preserve statutory records and documents as mentioned in various provisions of the Companies Act, 2013, SEBI (Prohibition of Insider Trading) Regulations, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, Listing Regulations and such other acts, rules and regulations as amended from time to time, applicable to the Company.

4. EFFECTIVE DATE

This Policy is effective December 1, 2015.

5. DEFINITIONS

- a) 'Act' means the Companies Act, 2013 and Rules made thereunder, including any amendments or modifications thereof.
- b) 'Board of Directors' or 'Board' means the collective body of the Directors of the Company.
- c) 'Company' mean S & T Corporation Limited.
- d) 'Documents' shall mean and include all papers, statutory records, files, books, registers, returns, forms, tapes, CDs, DVDs, electronic storage devices, etc., as required to be maintained under any law or regulation for the time being in force.
- e) 'Electronic Form' means any electronic device such as computer, laptop, compact disc, floppy disc, pen drive, space on electronic cloud, or any other form of storage and retrieval device, considered feasible, whether the same is in possession of the Company or not, but the Company has control over or access to.
- f) 'Key Managerial Personnel' means the officers of the Company as defined in Section 2(51) of the Companies Act, 2013 and Rules made thereunder.
- g) 'Policy' means, 'Policy on Preservation of Documents'.
- h) 'Preservation' means preventing the documents from being damaged, altered or destroyed.
- i) 'Register' means Registers maintained under the Companies Act, 2013 and Rules made thereunder and SEBI Act and Regulations.

- j) **‘Regulations’** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto.
- k) **‘Secretarial Standards’** means standards issued by the Institute of Company Secretaries of India.

6. GUIDELINES FOR PRESERVATION OF DOCUMENTS/RECORDS

The Company has classified managing, storing and preservation of documents in the following manner: -

- a) Documents (along with modifications, amendments, additions, deletions, if any) of a permanent nature provided in **Annexure A** shall be maintained and preserved permanently by the Company.
- b) Documents (along with modifications, amendments, additions, deletions, if any) with preservation period of not less than eight years after completion of the relevant transactions as provided in **Annexure B**.

Provided further that the Company may keep the documents as specified above in electronic mode.

7. DOCUMENTS STORAGE

Preservation of documents should ensure that there is no tampering, alteration, theft or malicious damage or anything which poses a threat to the content, authenticity, utility or accessibility of the same.

Integrity of records for permanent preservation should be maintained and monitored via pest management programme and other environmental monitoring systems and they should be accessible at all reasonable times.

Access shall be controlled by an authorised person from each division, so as to prevent unauthorized access.

Physical documents may be converted into electronic form, whenever necessary, to ensure ease in maintenance of records and efficient utilization of space.

8. DESTRUCTION OF DOCUMENTS

After expiry of the statutory retention period, the preserved documents may be destroyed in such mode under instructions of the Department Head concerned. This applies to documents preserved in physical and electronic mode. The Company shall maintain a Register wherein brief particulars of the documents destroyed shall be entered and all entries made therein shall be authenticated by the Department Head concerned.

9. AUTHENTICITY

Where documents are being maintained both in physical and electronic form, the authenticity with reference to the physical form should be considered for every purpose.

10. POLICY REVIEW

This Policy shall be reviewed periodically so that the same remains compliant with applicable legal requirements.

11. AMENDMENTS

The Board shall have the powers to amend or modify this Policy in whole or in part, at any time, without assigning any reason whatsoever, subject, however, to the condition that such alterations will be in consonance with the provisions of the applicable law.

12. DISCLOSURE

The Company shall upload this Policy and amendments, if any, on its website.

ANNEXURE A

I. Documents required to be preserved permanently: -	
a)	Memorandum and Articles of Association of the Company.
b)	Register of Members and Index of members.
c)	Register of Foreign Members.
d)	Register of renewed/duplicate Share Certificates, Forms and related documents.
e)	Minutes of the Board and its Committees, General Meetings including Postal Ballot minutes.
f)	Registers viz. Loans/Investments/Guarantees/Security, Contracts in which Directors are interested and Charges.

ANNEXURE B

II. Documents required to be preserved up to 8 years: -	
a)	Annual Returns.
b)	Notices/Agendas of the Board and its Committees.
c)	Attendance Registers of the Board and its Committees.
d)	Notices pertaining to disclosure of interest of directors.
e)	Register of Directors and Key Managerial Personnel and their shareholdings.
f)	Books of Accounts.
g)	Disclosures under SEBI (Depositories and Participants) Regulations, 1996.
h)	Disclosures under SEBI (Prohibition of Insider Trading) Regulations, 2015.
i)	Disclosures under SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.
j)	Disclosures under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
k)	Documents which shall not be disposed of without the prior permission of the Court/Government.

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CIN No. : L51900MH1984PLC033178

