

# LUX INDUSTRIES LIMITED

## POLICY ON PRESERVATION OF DOCUMENTS

### 1. Preamble

SEBI has vide its notification dated 2<sup>nd</sup> September, 2015 introduced SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. With reference to this the Board of Directors of our company has adopted the following policy and procedure with regard to preservation of documents of the Company.

### 2. Scope

This policy is framed as per requirement of Regulation 9 & 30(8) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. Regulation 9 requires the company to frame a policy on website disclosures and archival of such disclosures.

Any subsequent amendment/modification in the applicable statutes in this regards shall automatically apply to this policy.

This Policy is intended to guide the Company and its officer on maintenance of documents, their preservation and disposal.

### 3. Objective

Company has devised a policy for preservation of documents. This preservation shall be permanent in nature. However for some other documents preservation period would be not less than 8 years after completion of the relevant transaction. The Company also frames its archival policy for fixing the duration of hosting the documents on its web-site.

The Board of the Company at their meeting held on 12<sup>th</sup> February, 2016 has approved this Policy.

### 4. Definitions –

4.1 “Act” means the Companies Act, 2013 and the rules framed there under, including any modifications, amendments, clarifications, circulars or re-enactment thereof.

4.2 “Applicable Law” means any law, rules, circulars, guidelines or standards under which the preservation of Documents has been prescribed.

4.3 “Authorised Person” means any person duly authorised by the Board, Managing Director or any Executive Director of the Company.

4.4 “Board” means the Board of directors of the Company or its Committee.

4.5 “Company” means Lux Industries Limited.

4.6 “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.

4.7 “Document(s)” refers to documents, books of accounts, writings, papers, notes, agreements, deeds, contracts, summons, notices, advertisements, requisitions, orders, declarations, forms, correspondence, minutes, indices, registers and or any other record/s, books of accounts, deed, vouchers, required under or in order to comply with the requirements of any applicable Law, whether issued, sent, received or kept in

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pursuance of the Act or under any other law for the time being in force or otherwise, maintained on paper / print form or in electronic form and does not include multiple or identical copies.

4.8 “Electronic Record(s)” means the electronic record as defined under clause (t) of sub-section (1) of section 2 of the Information Technology Act, 2000.

4.9 “Electronic Form” means any contemporaneous electronic device such as computer, laptop, compact disc, floppy disc, space on electronic cloud, or any other form of storage and retrieval device, considered feasible, whether the same is in possession or control of the Company or otherwise the Company has control over access to it.

4.10 “Maintenance” means keeping Documents, either physically or in Electronic Form.

4.11 “Preservation” means to keep in good order and to prevent from being altered, damaged or destroyed.

4.12 “Regulations” means the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

The words and phrases used in this Policy and not defined here shall derive their meaning from the Applicable Law.

*Any word used in this policy but not defined herein shall have the same meaning prescribed in the act, Listing Regulations, or rules and regulations made there under. In case of any dispute or differences between this policy and provisions of the Act/ Listing Regulation, the latter shall reply.*

### **5. Classification**

The preservation of Documents shall be done in the following manner.

- a) Where there is a period for which a Document is required to be preserved as per Applicable Law, for the period required by Applicable Law.
- b) Where there is no such requirement as per Applicable Law, then for such period as the document pertains to a matter which is “Current”.
- c) In case of any other Document, for such period, as a competent officer of the Company, required to handle or deal with the Document, takes a considered view about its relevance;

*An indicative list of the Documents required to be preserved with number of years to be preserved is given in Annexure-I*

### **6. Modes of preservation**

6.1 The Documents may be preserved in

6.1.1 Physical form or

6.1.2 Electronic Form.

6.2 The officer of the Company required to preserve the Document shall be Authorised Person who is generally expected to observe the compliance of requirements of applicable Law

6.3 The preservation of Documents should be such as to ensure that there is no tampering, alteration, destruction or anything which endangers the content, authenticity, utility or accessibility of the Documents.

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6.4 The preserved Documents must be accessible at all reasonable times. Access may be controlled by Authorised Person with preservation, so as to ensure integrity of Documents and prohibit unauthorized access.

### **7. Custody of the Documents**

7.1 Subject to the Applicable Law, the custody of Documents shall be with the Authorised Person. Where the Authorised Person 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 the Company Secretary/Managing Director or to such other person as the Managing Director may authorize for the time being.

7.2 Information of the cessation or transfer of the Authorised Person is to be intimated also to the legal and information technology department of the Company.

### **8. Authority for approval of Policy**

The Board shall have the authority for approval of this policy in pursuance to the Regulations. This authority has been granted via the Regulations.

### **9. Authority to make alterations to the Policy**

The Board is authorized to make such alterations to this Policy as considered appropriate, subject, however, to the condition that such alterations shall be in consonance with the provisions of the Acts and Regulations.

### **10. Disposal of Documents**

Disposal of temporary documents after said period of 8 years (whose preservation shall not be permanent in nature) shall be done in presence of Authorized Person. Board shall take decision from time to time regarding disposal of various kind of documents. i.e both physical and electronic.

A register of Documents disposed/destroyed shall also be maintained. It will state the brief particulars of the Documents destroyed, date of disposal/destruction and the mode of destruction. And such entries in the register shall be authenticated by the Authorised Person. The format of the register has to be in accordance with Annexure-II.

### **11. Archiving of Documents which are hosted on the Company's website**

Recognizing the need to ensure the preservation and availability of the Documents of the Company after their required regulatory preservation period, for any legal, administrative, and historical purposes, the Company adopts the following archival policy in respect of Documents which are hosted on the website of the Company:-

11.1. All Documents generated, disclosed or received by the Company, on its website, for the purpose of shareholder communication, are the properties of the Company and constitute archival material.

11.2. Archival material of the Company shall not be destroyed or purged without the approval of the Authorised Person.

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Provided that nothing contained herein shall be deemed to lead to an exception in case of an accidental deletion, or deletion due to any system flaw, virus, or any other deletion, inaccessibility or loss due to any reason other than deliberate and determinate deletion.

11.3. Material so selected for preservation shall be sent to the Company archives in the category of [Libraries]1.

11.4. The Authorised Person, in consultation with the Board, will be responsible for deciding how long archival material is to be retained in and under the direct control of the officer concerned, if the law does not specify any time period. The period shall not be less than 3 years.

11.5. With reference to the pretext, Documents submitted to the stock exchange, to be hosted on the website for the purpose of compliance with disclosure norms shall also be archived.

a. Archiving of Documents to be submitted to the stock exchange, in terms of the Regulations, shall be done after the lapse of the preservation period of 5 years

[as specified in Regulation 30(8)], as per the archival policy.

b. For the Documents to be submitted to the stock exchange to comply with disclosure norms as required by any other Applicable Law, the Documents are to be archived after the lapse of the specified/required time period.

### **12. Conversion of the form in which the Documents are preserved**

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

12.2 This will be done after obtaining prior approval of the Board.

### **13. Manner of Public Disclosure of Records Published on the Website of the Company**

The documents required to be published on the website of the company shall be posted under “Investor” Section of Website till the stipulated period of time as provided under the applicable laws in force or for longer period as board may decide from time to time.

### **14. Authenticity**

Where a Document is being maintained both in physical form and in Electronic form, the authenticity with reference to the physical form should be considered for every purpose.

### **15. Interpretation**

In any circumstance where the terms of this policy differ from any existing or newly enacted law, rule, Regulation or standard governing the Company, the law, rule, Regulation or standard will take precedence over these policies and procedures until such time as this policy is changed to conform to the law, rule, regulation or standard.

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### Annexure – I

➤ **Illustrative list –**

PERMANENT PRESERVATION	TEMPORARY PRESERVATION
<u>Companies Act, 2013</u>	
<ul style="list-style-type: none"> <li>• The Memorandum and Articles of the Company.</li> <li>• Affidavit from the subscribers to the Memorandum and from persons named as the first directors</li> <li>• Register of members</li> <li>• Register of directors, managing director, manager and secretary.</li> <li>• Books and Documents relating to the issue of share certificates,</li> <li>• Register of charges</li> <li>• Register of particulars of loans and guarantees given, securities provided and acquisitions of securities made.</li> <li>• Register of particulars of investments in shares or other securities beneficially held by the company.</li> <li>• Register of contracts or arrangements in which directors are interested.</li> <li>• Register of Renewed and Duplicate Share Certificates.</li> </ul>	<ul style="list-style-type: none"> <li>• Register of debenture holders or any other security holders (8 years from the date of redemption of debentures or securities)</li> <li>• Copies of all annual returns prepared under Section 92 of the Companies Act, 2013 and copies of all certificates and Documents required to be annexed thereto (8 years from date of filing with the Registrar)</li> <li>• All notices pertaining to disclosure of interest of directors for a period of 8 years from the end of the financial year to which it relates.</li> <li>• Share certificates surrendered to company immediately be defaced by stamping or printing the word “cancelled” in bold letter (3 years from the date on which they were surrender)</li> <li>• Register of deposits (not less than 8 years from the date of last entry)</li> <li>• Instrument creating a charge or modification (8 years from date of satisfaction of charge)</li> <li>• The postal ballot and all other papers relating to postal ballot including voting by electronic means, (as long as they remain current or for 8 financial years), whichever is later.</li> <li>• All books and documents relating to the issue of share certificates, including the blank forms of share certificates not less than 30 years</li> </ul>

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<u>SEBI(LODR)</u>	
	<ul style="list-style-type: none"> <li>• Disclosures prescribed under SEBI (LODR) Regulations, SEBI (PIT) Regulations, SEBI (SAST) Regulations (8 financial years)</li> <li>• Dividend payment records (10 financial years)</li> </ul>
<u>Secretarial Standard</u>	
<ul style="list-style-type: none"> <li>• Minutes book of Board / Committee / general meeting, resolutions passed by postal ballot, resolutions passed by circulations.</li> </ul>	<ul style="list-style-type: none"> <li>• Office copies of Notices, Agenda, Notes on Agenda and other related papers (as long as they remain current or for 8 financial years), whichever is later. (SS-1)</li> <li>• The attendance register for a period of at least 8 financial years (as long as they remain current or for 8 financial years), whichever is later.</li> <li>• Office copies of Notices, scrutiniser's report, and related papers (as long as they remain current or for 8 financial years), whichever is later (SS-2)</li> </ul>
<u>Finance/Taxation</u>	
<p>Registartion/Amendment certificate under various relevant provisions in force.</p>	<ul style="list-style-type: none"> <li>• Books of Accounts &amp; Vouchers( 8 financial years)</li> <li>• Annual Reports ( 10 financial years)</li> <li>• Correspondence and returns with statutory bodies (8 financial year)</li> </ul>
<u>Property records</u>	
<ul style="list-style-type: none"> <li>• Agreements/Contracts</li> <li>• Documents relating to acquisition and sale of Property.</li> </ul>	

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<u>Legal</u>	
• Correspondence with Courts/ Other Statutory bodies regarding any petition/case/suit etc.	
<u>Insurance Records</u>	
	• Insurance Policy Execution/Renewal Certificate( 8 years from the lapse of the Policy/ settlement of claim.)
<u>Labour law records</u>	
• Registration/Renewal certificate under various Acts relating to labour laws. • Maintenance of various Registers under the various acts in force read with the Rules made thereunder, relating to labour laws.	
<u>Human Resource</u>	
	• Documents of Human Resource department as per relevant applicable law , in other case not less than 8 years)

#### Annexure- III

➤ **The format of the register of Documents disposed/destroyed –**

PARTICULARS OF DOCUMENT ALONGWITH PROVISION OF APPLICABLE LAW	DATE AND MODE OF DESTRUCTION	INITIALS OF THE AUTHORISED PERSON