

# eClerx

## Policy on preservation of documents and archival policy

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Project	Policy on preservation of documents and archival policy
Company	eClerx Services Ltd.
Prepared by	Legal & Secretarial

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## 1. Introduction

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This policy provides the guidelines adopted by the Company for preservation of documents and also includes archival policy adopted by the Company.

Accordingly, pursuant to the Regulation 9 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this policy has been adopted by the Company's Board of Directors vide its resolution dated November 2, 2015 in order to set forth the guidelines for preservation of documents relating to the Company and this policy includes the details of archival policy adopted by the Company.

## 2. Definitions

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**For the purposes of this policy, the following definitions apply:**

**“Act”** means Companies Act, 2013

**“Board”** means Board of Directors of the Company

**“Company”** means eClerx Services Limited;

**“Directors”** means Directors of the Company

**“Key Managerial Personnel”** (KMP) means:

- a. Chief Executive Officer and / or Managing Director
- b. Whole-time Director
- c. Chief Financial Officer
- d. Company Secretary
- e. Such other officer as may be prescribed

**“Listing Regulations”** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

**“Stock Exchanges”** means BSE Limited and National Stock Exchange of India Limited

### **3. Preservation of documents**

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This Policy will operate within the framework of the Companies Act 2013, rules thereunder and the Listing Regulations entered into by the Company with Stock Exchanges, as amended from time to time.

#### **3.1. Premanent preservation of documents**

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The Company shall permanently preserve the following documents:

1. Register of loans, guarantee, security and acquisition made by the Company
2. Register of investments not held in Company's name
3. Register of contracts or arrangements in which directors are interested
4. Register of Charges
5. Register of Members alongwith the index
6. Register of Renewed and Duplicate Share Certificates
7. Register of Directors & Key Managerial Personnel
8. Foreign register of members
9. Minutes of General Meetings
10. Minutes of Board or Committee Meetings
11. Minutes of all Meetings of a company which will be merged or amalgamated with Company
12. All books and documents relating to the issue of share certificates, including the blank forms of share certificates shall be preserved permanently in case of disputed cases
13. Any other document required to be permanently preserved by the Company under any law for the time being in force.

#### **3.2. Preservation of documents for certain time period**

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The Company shall preserve the following documents for a time period as given below:

1. Books of Accounts including vouchers and other relevant documents, to any entry in such books of account relating to eight financial years preceding current Financial Year shall be preserved.
2. Disclosures/ Notices by a director of his interest (i.e. Form MBP-1 or any other format prescribed from time to time) shall be preserved for a period of eight years from the end of the financial year to which it relates.
3. Registers of Deposits, if any, shall be preserved for a period of not less than eight years from the financial year in which the latest entry is made in the register
4. Register of Sweat Equity Shares, if any shall be preserved for a period of eight years.
5. Register of Transfer & Transmission shall be preserved for a period of eight years.
6. Register of Employee Stock Option shall be preserved for a period of eight years.



7. Register of Security Buy Back, if any shall be preserved for a period of eight years.
8. Register of debenture-holders or any other security holders along with the index shall be preserved for a period of eight years from the date of redemption of debentures or securities
9. The instrument creating a charge or modification shall be preserved for a period of eight years from the date of satisfaction of charge by the Company
10. All books and documents relating to the issue of share certificates, including the blank forms of share certificates shall be preserved for not less than thirty years
11. Foreign register of debenture-holders shall be preserved for a period of eight years from the date of redemption of such debentures
12. Annual return and copies of all certificates and documents required to be annexed thereto shall be preserved for a period of eight years from the date of filing with the Registrar
13. All certificates surrendered to the Company and which have been defaced by stamping or printing the word "cancelled" in bold letters shall be preserved for atleast three years from the date on which they were surrendered
14. Attendance Register of Board & Committee meetings preserved for atleast eight financial years
15. Office copies of Notices, Agenda, Notes on Agenda and other related papers shall be preserved for as long as they remain current or for eight financial years, whichever is later
16. Office copies of Notices, scrutiniser's report, and related papers shall be preserved for as long as they remain current or for eight financial years, whichever is later
17. The disclosures made under SEBI (Prohibition of Insider Trading) Regulations, 2015 shall be preserved for a minimum period of five years.
18. Any other document as may be required to be preserved by the Company under any law for the time being in force.

## **4. Procedures**

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### **4.1. Preservation of documents**

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The Company shall preserve the aforesaid documents in physical or electronic form as may be permitted under the Companies Act, 2013 or any other law for the time being in force.

The Company shall endeavour to preserve all the documents enlisted above in accordance with this Policy. However, the Company shall not be liable for any destruction of documents due to causes beyond its reasonable control, including, but not limited to, governmental actions, fire, civil disturbances, natural disasters or other acts of God.

Unless otherwise provided under any law, all the electronic records will be under the scope of IIS Team - for their respective backup and retention.

All the physical documents and records will be in the custody of respective Vertical-Head except wherever the same is statutorily required under applicable laws/regulations, to be kept in the custody of the Company Secretary of the Company.

In case of any ambiguity, Executive Director and/or the Chief Financial Officer shall be authorised to decide in whose custody the subject document should be preserved and that decision shall be final and binding.

Subject to the foregoing, Executive Director and/or Chief Financial Officer are severally authorised to approve listing down of the documents and define custodian thereof.

### **4.2. Destruction of documents**

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For destruction of documents the Company shall follow the procedure as may be laid down by applicable laws for destruction of the documents. In case of any ambiguity regarding procedures for destruction of documents, the Executive Director or Chief Financial Officer shall have authority to decide in accordance with the law.

Subject to the foregoing, Executive Director and/or Chief Financial Officer are severally authorised to authorise destruction of documents/records.


## 5. Archival Policy

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The purpose of this Archival policy is to ensure that all documents/records/data which are required to be retained by the Company has been backed up appropriately and to safeguard against the loss of data that may occur due to hardware or software failure, physical disaster or human error.

The Network team of the Company shall be responsible for implementation of this policy and Information Security Team shall monitor the implementation. Backup and Retention of critical business data and applications shall be done periodically. Periodic restoration of backed up data shall be done to check for its availability, confidentiality & integrity. Backup team shall retain the backup tapes pertaining to the Company's Financial and accounting data, reports, Employee Data, HR data, etc. for at least eight years and ensure secure disposal upon expiry of such retention period in-compliance with laws applicable to the Company. The Information Security Team's Policy on Data backup, retention and disposal management, as amended from time to time, will govern the relevant activities hereunder.

Electronic Media which has overdue retention period and which is no longer required for business purpose shall be disposed in secure manner such that data on it shall not be recoverable by any means.

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## **6. Amendments to the Policy**

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The Board of Directors on its own can amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

**Date: November 2, 2015**  
**Place: Mumbai**

**P.D. Mundhra**  
**(Executive Director)**