SHANTHI GEARS LIMITED

POLICY ON PRESERVATION AND ARCHIVAL OF DOCUMENTS

Background:

The Securities and Exchange Board of India vide its notification dated 2nd September 2015 issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations). The Regulations interalia mandate the listed entities to frame a policy for preservation and archiving of documents.

Purpose:

The purpose of this document is to formulate a policy for preservation and archiving of documents maintained in accordance with the provisions of the Companies Act, 2013 read with Rules made there under and any amendments made thereto (the Act) and under the Regulations to ensure that all the necessary documents and records of the Company are adequately protected and preserved as per the applicable statutory requirements.

Definitions:

"Act" means the Companies Act 2013, Rules framed there under, Secretarial Standards with respect to general and board meetings specified by the Institute of Company Secretaries of India and any amendments made thereto.

"Board" means Board of Directors of the Company as constituted from time to time.

"Company" means "Tube Investments of India Limited"

"Document/s" includes all papers, records, files, books, etc., as required to be maintained under the Act and the Regulations.

"Electronic form" includes any electronic device such as computer, laptop, tab, compact disc, cloud space, server or any other form of storage or 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.

"Regulations" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments made thereto.

Scope:

All documents covered under this policy shall be preserved as per the periodicity stated in the annexure to the policy. All other documents of the Company shall be maintained in compliance with the requirements of the applicable laws.

Classification of documents:

- The documents of a permanent nature (listed in **Annexure-1**) shall be maintained and preserved permanently by the Company subject to the modifications, amendments, additions, deletions or any changes made therein from time to time.

  Provided that all such modifications, amendments, additions or deletions in the documents shall also be preserved permanently by the Company.

- The documents to be maintained and preserved for a specified time period after completion of the relevant transactions (listed in **Annexure-2)** shall be preserved by the Company for a term of not less than eight years after completion of the relevant transactions subject to the modifications, amendments, additions, deletions or any changes made therein from time to time.

  Provided that all such modifications, amendments, additions or deletions in the documents shall also be preserved for a term of not less than eight years.

Modes of preservation:

- The Documents may be preserved either in physical form or electronic form.
- The officer of the Company who is generally expected to observe the compliance of requirements of applicable law shall be the person responsible to preserve the Document.
- 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.

- 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 the Documents and prohibit unauthorised access.

Archival Procedure:

All disclosures / filings made to stock exchanges pursuant to the Regulations shall be hosted on the website for a minimum period of five years and thereafter the documents shall be archived and stored under the archival folder for a further period of 2 years. Documents shall be moved / transferred to archival folder under the respective heads / sub-folders in a way so that these documents can be searched easily as and when required by any person. This shall be applicable to all documents filed with effect from 1st December 2015.

Destruction of Documents:

After the expiry of the retention period, the preserved Documents may be destroyed in such mode as may be recommended by the department head(s) and approved by the Managing Director. The details of Documents destroyed by the Company shall be recorded in the Register of Disposal of Records to be kept by department head(s) who are disposing of the documents in the format prescribed at Annexure-3. This applies to both physical and electronic Documents.

Review:

The Policy may be reviewed from time to time in line with the changing regulatory requirements.

Interpretation:

In any circumstance where the terms of this policy is inconsistent with any existing or newly enacted law, rule, regulation or standard governing the Company, the said law, rule, regulation or standard will take precedence over this policy and procedures.

Annexure – 1

Indicative List – Documents for permanent preservation:

1. Certificate of incorporation, Certificate of commencement of business, Certificate of change of name (if any)
2. Memorandum and Articles of Association as amended from time to time
3. Minutes Books of General Meetings, Board Meetings and Committee Meetings
4. Statutory Registers except those Registers listed in Annexure - 2
5. All books and documents relating to the issue of share certificates, including the blank forms of share certificates
6. Any other document as may be required to be maintained permanently in terms of the Act and Regulations, maintained and preserved from time to time.

Annexure – 2

Indicative List – Documents with preservation period of not less than 8 years after completion of the relevant transaction:

1. Annual Returns and copies of all certificates and documents required to be annexed thereto
2. Attendance Register
3. Office copies of Notice of General Meeting, scrutiniser's report and related documents
4. Office copies of Notice of Board Meeting / Committee Meeting, Agenda, Notes on Agenda and other related papers
5. Statutory disclosures
6. Books of accounts including vouchers relevant to any entry in such books of accounts
7. Disclosures / Notices by a director of his interest
8. Instrument creating a charge or modification
9. Register of debenture-holders including index of debenture-holders (from the date of redemption of debentures)
10. Foreign register of debenture-holders (from the date of redemption of debentures)
11. Register of Deposits, if any
12. Any other document as may be required to be maintained in terms of the Act and Regulations, maintained and preserved from time to time.

Annexure – 3

Specimen format of the register of Documents disposed of / destroyed:

Particulars of Document	Date of Destruction	Date of Board approval	Initials of the authorised person