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# *Preservation of Documents and Archival Policy*

Legal and Secretarial  
Department

December 2018

UGRO Capital Limited



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# **1 Introduction**

UGRO Capital Limited (hereafter referred to as ‘the Company’) believes in promoting a fair, transparent and professional work environment. It believes that the documents and records, generated in the course of its business, form an integral and significant part of the Company.

The preservation of records and archival policy (hereinafter referred to as ‘the Policy’) aims to preserve documents/ records maintained by the Company either in physical mode or electronic mode (hereinafter referred to as ‘the Documents’). These records enable the Company to hold itself accountable to its policies as well as towards regulators, clients, stakeholders and the Board of Directors and can be considered as a basic tool of administration. These records also support management oversight in the conduct of audits, reviews and reports. The Policy is prepared to lay down guidelines on data retention, data archival, data retrieval and data destruction (hereinafter, collectively referred to as ‘data management’) which shall be applicable to all departments functioning within the Company.

The Policy has been formulated in pursuance of Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto (hereinafter referred to as ‘the LODR’), Prevention of Money-laundering (Maintenance of Records) Rules, 2005 and subsequent amendments thereto and the Companies Act, 2013 and subsequent amendments thereto.

The Policy has been approved by the Board of Directors in the meeting dated January 18, 2019.

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## **2 Purpose**

The purpose of the Policy is to introduce data management practices to ensure uniformity in the manner in which every function addresses data management as well as ensure adequate compliance with all applicable regulations. The Policy is framed with the objective of systematic identification, categorization, maintenance, retention and destruction of documents received or created in the normal course of business. The Policy defines guidelines on determining record category, how long should a document be preserved and in what form, and how and when should certain documents be destroyed.

Regulation 9 of the LODR mandates that a listed entity shall have a policy for preservation of documents, approved by its board of directors, classifying them in at least two categories as follows-

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

Provided that the listed entity may keep documents specified in clauses (a) and (b) in electronic mode.

Further, Regulation 30 (8) of the LODR also refers to an archival policy as per which all events or information which has been disclosed to stock exchange(s) under the said regulation shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the Company, as disclosed on its website.

Besides the above, certain provisions of Companies Act, 2013 require certain documents to be preserved permanently or up to a certain prescribed time.

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## 3 *Definitions*

1. “Applicable law” means any law, statutory rules and regulations or standards applicable to the Company, under which any guideline/ provision with regard to the preservation of the documents has been prescribed
2. “Archival” means the process of moving documents which are no longer used actively to a separate storage location after the end of retention period for long term retention
3. “Board” means the Board of Directors of the Company
4. “Company” means UGRO Capital Limited
5. “Current document(s)” means any document that still has an ongoing relevance with reference to any ongoing contract, litigation, proceedings, complaint, dispute, or any like matter.
6. “Document(s)” refers to notes, agreements, notices, advertisements, requisitions, orders, declarations, forms, correspondence, minutes, registers and or any other record (including those required under or in compliance with the requirements of any “Applicable law”) maintained on paper or in electronic form and does not include multiple or identical copies.
7. “Electronic form” means maintenance of documents in 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 or not the same is in possession or control of the Company.
8. “Head of Department (HoD)” – individuals or group of individuals, heading or jointly heading, any function, business vertical or department in the organisation including, individuals appointed as acting heads.
9. “Maintenance” means keeping documents, either physically or in electronic form.
10. “Preservation” means to keep in good order and to prevent from being altered, damaged or destroyed.
11. “Retention” means preserving the documents in the live environment for active use of the Company, which are readily accessible by those who are authorised to access.

## 4 *Preservation of documents*

- A) Preservation of Documents with specific reference to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable amendments thereto.
1. The documents whose preservation shall be permanent in nature
    - All those documents which are required to be preserved permanently in accordance with the provisions of applicable Act, Rules, Regulations, Guidelines, Circulars, Notifications etc. as may be applicable on the Company from time-to-time shall be preserved permanently (As per Annexure 1)
  2. Documents with preservation period of not less than eight years after completion of the relevant transactions
    - All those documents which are required to be preserved in accordance with the provisions of applicable Act, Rules, Regulations, Guidelines, Circulars, and Notifications etc. for a period of not less than eight years after completion of the relevant transactions shall be preserved accordingly (As per Annexure 2)
- B) Preservation of Documents with specific reference to the provisions of Prevention of Money-laundering (Maintenance of Records) Rules, 2005 and subsequent amendments thereto (“PMLA”)
1. The records referred to in Rule 3 of PMLA, as applicable to the Company including its subsidiaries, shall be maintained for a period of ten years from the date of the closure of the account between the client and the Company. (As per Annexure 3)
  2. Rejected loan applicant’s KYC documents and other particulars furnished by the client shall be preserved for a period for ten years from the date of rejection. Audit trail of transactions of all accounts/documents, ledgers and records of transactions on the basis of which CTR, STR or CRR etc. have been filed with FIU will be preserved for fifteen years after the filing of report or till the disposal of court cases, if any, filed based on the report.
- C) Documents to be made available on the website of the Company as required by the Companies Act, 2013 and the Listing Regulations
1. The Company is to maintain a functional website containing
    - the basic information about the Company,
    - all Information and/or documents as specified in the applicable provisions of Companies Act, 2013,
    - all Information and/or documents as specified in Regulation 46 (2) of the Listing Regulations,
    - all Information and/or documents mentioned in this policy, which are required to be made available on the website of the Company.
    - all Information and/or documents as mentioned in Regulation 30 of the Listing Regulations on Material Events,
    - all Information and/or documents provided to/ filed with stock exchanges.
  2. The Company shall ensure that contents of the website are correct.
  3. Information and/or Documents, required to be made available on the website under Regulation 46(2) of the Listing Regulations, shall be made available on the website within two working days from the date of dissemination of information and/or documents by the Company, unless specified otherwise (Clause 46(3) of Listing Regulations). The Company shall update any change in the content of its website within two working days from the date of such change in content.
  4. Information and/ or Documents that need to be made available under Regulation 30 of the Listing Regulations shall be made available on the website simultaneously with disclosure to Stock Exchanges.

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5. The information and/or documents uploaded on the website shall be available for current financial year and for the preceding five financial years.
  6. Information and/ or Documents shall be arranged under proper heads and sub heads in such a manner that they can easily be located/ searched by the viewers, viz.
    - a) The information and/or documents may be arranged financial year wise with further segregation into four quarters of the financial year.
    - b) All policies etc. or the information/ documents of a general nature can be clubbed together at one place.

## **5 Archival of Documents mentioned in sub clause (A) and (B) of Clause 4**

- A) Documents mentioned in sub clause (A) and (B) of Clause 4 above shall be maintained/ preserved in the following manner:
1. Documents maintained in physical form:
    - All information and/or documents pertaining to current financial year and for one preceding financial year shall be kept handy and maintained in such a manner that their retrieval is easy and quick.
    - All documents pertaining to the period prior to one preceding financial year, shall be kept in good condition at least up to the minimum period specified for their maintenance / preservation in Annexures attached hereto. The said records be also maintained in such a manner that their retrieval is easy and quick.
  2. Documents maintained in electronic form:
    - All documents pertaining to current financial year and for one preceding financial year shall be maintained on server and Backup be maintained at least every week on scheduled time and day. The documents shall be maintained in such a manner that their retrieval is easy and quick.
    - Back up of all documents pertaining to the period prior to one preceding financial year shall also be maintained on server, in a good condition at least up to the minimum period specified for their maintenance / preservation. The said records be also maintained in such a manner that their retrieval is easy and quick.
  3. Documents made available on the website of the company:
    - After the expiry of time mentioned in clause 4, sub clause (C) of this policy (i.e. five financial years preceding the current financial year), the information and/or document shall be removed from the main website. The Backup of said information and/or document which is removed from the main website shall be maintained/ preserved in the server for a minimum period of 3 years and after expiry of this period of 3 years the backup may be permanently removed from the server.



## **6 Destruction of documents mentioned in Sub Clause (A) and (B) of Clause 4 of this policy**

Any of the documents mentioned in sub clause (A) and (B) of clause 4 of this policy, which are not required to be maintained and preserved permanently shall be destroyed in the following manner:

**A) Documents maintained in physical form:**

1. After the expiry of minimum period as mentioned in Annexure 1, 2 & 3 (or any further period decided by the company) for maintaining or preserving the document, the details of such documents shall be informed to the Company Secretary by the person responsible to maintain the said records, for destruction.
2. (a) The Company Secretary (for secretarial records), and  
(b) The Chief Financial Officer (“CFO”) (for Books of Accounts)

shall evaluate the need for further preservation and then give their approval for destruction if considered fit and proper.

3. The person responsible to maintain the said records shall arrange to destroy the said records of the Company after obtaining the approval of company secretary / CFO, as the case may be.
4. The Company Secretary/ CFO shall maintain a Register (Register for destruction of records) for recording the details of records of the Company so destroyed. The Company Secretary along with the person responsible and the person in whose presence the records are destroyed shall endorse the relevant entry in the Register for destruction of records/ documents.

**B) Documents maintained in electronic form:**

1. After the expiry of minimum period as mentioned in Annexure 1, 2 & 3 (or any further period decided by the company) for maintaining or preserving the document, the details of such documents shall be informed to the Company Secretary by the person responsible to maintain the said records for destruction.
2. (a) The Company Secretary (for secretarial records), and  
(b) The Chief Financial Officer (“CFO”) (for Books of Accounts)

shall evaluate the need for further preservation and then give their approval for destruction if considered fit and proper.

3. The person responsible to maintain the said records may arrange to destroy the backup of said records of the Company from the server after obtaining the approval of Company Secretary / CFO, as the case may be.

4. The Company Secretary/ CFO shall maintain a Register (Register for destruction of records) for recording the details of records of the Company so destroyed. The Company Secretary along with the person responsible and the person in whose presence the records are destroyed shall endorse the relevant entry in the Register for destruction of records/ documents.
- C) Documents maintained in Archives (for documents made available on website):
1. After the expiry of 3 years from the time the information and/or document is transferred and is lying as backup on the server, all back up information and/or documents may be permanently removed from the server, unless otherwise required to be maintained/ preserved by applicable laws.
  2. The person responsible to maintain the said records shall arrange to remove the said records of the Company after obtaining the approval of Company Secretary.
  3. The Company Secretary shall maintain a Register (Register for destruction of records) for recording the details of backup records of the Company so removed from the server. The Company Secretary along with the person responsible and the person in whose presence the backup records are removed/ destroyed shall endorse the relevant entry in the Register for destruction of records/ documents.
- D) Additional requirement of seeking approval of the Board of Directors and/ or Central Government for destruction of records
1. In addition to the requirements mentioned above, the Company Secretary shall also seek approval of Board of Directors of the Company and approval of Central Government, if required, for destroying the records of the Company mentioned in the Annexures of this policy.
  2. The Board of Directors shall appoint and authorize a person, in whose presence the records of the Company shall be destroyed.
  3. The person authorized by the Board of Directors shall in the Register of destruction of records [Register as referred in Clause 4 (A) (4) above] endorse the relevant entry of the records destroyed in his presence.

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## **7 *Review and Amendments***

Notwithstanding anything contained in this policy, the Company shall ensure compliance with any additional requirements as may be prescribed under any laws/regulations either existing or arising out of any amendment to such laws/regulations or otherwise and applicable to the Company, from time to time.

The Office of Chief Information Officer (CIO) will approve the policy and the Board of Directors will ratify it on an annual basis. The Board of Directors 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 are not 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.

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## **8 Roles and Responsibilities**

The respective Departmental Heads of the Company shall be responsible for maintenance, preservation and destroying of documents in respect of the areas of operations falling under the charge of each of them, in terms of this policy as mentioned in SEBI regulations/ PMLA Act and RBI directives as well as Companies Act.

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## **9    *Communication and Dissemination***

A copy of this policy shall be posted on the website of the Company.

# 10 Annexures

## 10.1 Annexure 1

Documents whose preservation shall be permanent in nature

S. No.	Nature of Document(s)
1	Memorandum and articles of association of the Company
1	Registration Certificates
2	Licenses & Statutory Approvals
3	Statutory Registers required under applicable laws
4	Audited financial statements
5	Minutes of General Meeting
6	Minutes of Board Meeting
7	Minutes of various Committee Meetings
8	Material agreements/ contracts
9	Orders issued by Courts/ Statutory bodies
10	Investment documents/ proofs including certificates, etc.
11	Any other document as may be required to be maintained permanently in terms of applicable law(s), maintained and preserved from time to time.

## 10.2 Annexure 2

Documents with preservation period of not less than eight years after completion of the relevant transactions

S. No.	Nature of Document(s)
1	Books of accounts
2	Annual return(s)
3	Personnel documents
4	Insurance policies/ claims under various policies
5	Correspondences with the Regulators
6	Non-statutory registers/ documents
7	All notices pertaining to disclosure of interest of directors
8	Correspondence with Department/Shareholders
9	Certificates surrendered to a Company
10	Any other document as may be required to maintain in terms of applicable law(s), maintained and preserved from time to time.

### **10.3 Annexure 3**

Documents with preservation period of not less than ten years after the date of closure of the relevant Account/transactions

S. No.	Nature of Document(s)
1	Clients KYC documents
2	Records of transaction & ledger book

