

PRESERVATION OF DOCUMENTS AND ARCHIVAL POLICY

CHAPTER I: PRESERVATION OF DOCUMENT POLICY

LEGAL FRAMEWORK

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and Companies Act, 2013, imposed certain obligations and disclosure requirements on all listed entities, one of the common obligations for all listed entities pursuant to Regulation 9 being to formulate and put in place a policy for preservation of documents.

The Board of Directors of John Oakey and Mohan Limited (“Company”) has formulated a policy for “Preservation of Documents” (“Policy”) to comply with the requirements of Regulation 9 of the SEBI Listing Regulations and the applicable provisions of Companies Act, 2013.

SCOPE

This policy is intended to establish guidelines for the maintenance, management and orderly temperament of corporate records/documents. The Company recognises that all the documents, whether in physical or electronic mode, form an important and integral part of the Company’s records. The preservation of documents is important in order to ensure immediate access to the records, its retrieval and authentication.

PURPOSE

The purpose of the policy is to facilitate the following:

- Identification of records that are to be maintained permanently or for any other shorter period of time.
- Deciding the mode of preservation of documents, whether in physical form or in electronic form.
- Retention of records for the periods required by applicable laws and regulations and for other business reasons for a period of time that will reasonably assure their availability when needed.
- Preservation of the confidentiality and security of records/data.
- Systematic and non-selective temperament of records not necessary for legal or business reasons.

DEFINITIONS

- “Act” means the Companies Act, 2013.
- “Applicable Law” means any law, rules, circulars, guidelines or regulations issued by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA).
- “Board of Directors” or “Board” shall mean the Board of Directors of the Company, as constituted from time to time.
- “Books of Accounts” as defined in Section 2(13) of the Act.
- “Company” shall mean John Oakey and Mohan Limited.

- “Documents” refers to papers, records, files, tapes, notes, agreements, notices, agenda, circulars, advertisements, declarations, forms, minutes, registers, correspondences, challans, CDs, DVDs, electronic storage devices, audio/video recordings or any other record required under or in order to comply with the requirements of any Applicable Law, whether issued, sent, received or kept in pursuance of the Act or under any other law for the time being in force or otherwise, maintained on paper or in Electronic Form.
- “Electronic Form” means any electronic device such as servers, computer, laptop, compact disc, pen drive, 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.
- “Maintenance” means keeping documents, either physically or in Electronic Form.
- “Preservation” means to keep in good order and to prevent from being altered, damaged or destroyed.
- “SEBI Listing Regulations” shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Any term, word and phrases not defined herein shall have the same meaning as defined in the Companies Act, 2013, Regulations or any other applicable law or regulation to the extent applicable to the Company.

This policy sets the standards for managing, storing and preservation of documents of the Company broadly classified in the following two categories:

- 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, 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 the term 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 not less than eight years, and; provided further that the Company shall keep the documents as specified above in an electronic mode.

AUTHORITY TO MAKE ALTERATION TO THE POLICY

The Board of Directors are authorized to make such alteration to this policy as considered appropriate, however, subject to the condition that such alteration shall be in accordance with applicable laws, including the provisions of the Companies Act, 2013, as amended (the “Companies Act”) and the SEBI Listing Regulations.

DESTRUCTION OF RECORDS

The records/ documents preserved shall be reviewed every year or according to the need of the respective departments and actions taken to destroy those records, which are due for disposal wherever required, approval of Board will be taken for disposal of certain documents.

The Company shall maintain a register of disposal of records in the custody of the Company Secretary and Compliance Officer of the Company, wherein the brief particulars of the records disposed of shall be entered.

The register of disposal of records shall contain the following columns:

- Item Number;
- Brief Particulars of the records disposed of;
- Date of approval for disposal of records;
- Date of disposal; and
- Mode of destruction

This register of disposal of records shall be maintained permanently by the Company with the assistance of the Company Secretary and Compliance Officer either in physical or electronic form.

SUSPENSION OF RECORDS DISPOSAL IN THE EVENT OF LITIGATION/CLAIMS

In the event the Company is served with any notice for documents from any statutory authority or any litigation is commenced by or against the Company, then the disposal of documents including e-mail, which is related to the matter of notice/litigation, etc. shall be suspended until such time the matter is settled or resolved or disposed off. The Company Secretary and Compliance Officer shall immediately inform all employees of the Company for suspension of further disposal of Documents.

MODE OF PRESERVATION

Records/documents may be preserved either physically or in electronic form. Electronic version(s) of all of records are to be maintained within the Company's centralized electronic record software database, which is maintained by the IT Services Department.

POLICY REVIEW

This Policy is framed based on the requirements of Regulation 9 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Companies Act, 2013. The Board of Directors may subject to applicable laws amend/substitute any provision(s) with a new provision(s) or replace this Policy entirely with a new policy.

If any subsequent changes in the Companies Act or the SEBI Listing Regulations are inconsistent with any part of this Policy, the provisions of the Companies Act 2013 or the SEBI Listing Regulations, as the case may be, shall prevail over the Policy and the provisions in the Policy shall be modified to make it consistent with such applicable law.

CHAPTER II: ARCHIVAL POLICY

BACKGROUND

Regulation 30(8) of the SEBI Listing Regulations requires every listed entity to make available an archival policy on its website. In this context, the following policy has been framed by the Board of Directors of the Company.

OBJECTIVES

Pursuant to Regulation 30(8) of the SEBI Listing Regulations, records are to be retained for the period of their immediate use, unless longer retention is required for historical reference, contractual, legal or regulatory requirements or for other purposes as may be set forth below.

Records that are no longer required, or have satisfied their required periods of retention, shall be destroyed as per the procedure prescribed under law.

SCOPE

In line with the Company's Policy on Determination of Materiality of Events and as per the SEBI Listing Regulations, the Company shall disclose all such events to the Stock Exchanges and such disclosures shall be hosted on the website of the Company for a period of 5 years and thereafter the same shall be archived so as to be available for retrieval for a further period of three years by storing the same on suitable media. Thereafter the said information, documents, records may be destroyed as per the policy on preservation of documents.

POLICY REVIEW

The Policy shall be subject to review by the Board. Any amendment made to the policy as deemed necessary from time to time in accordance with the regulatory requirements / amendments or otherwise, shall be reported to the Board for approval and noting at a meeting of the Board.

COMPLIANCE AND VIOLATION

FAILURE TO COMPLY WITH THIS DOCUMENT RETENTION AND ARCHIVAL POLICY MAY RESULT IN DISCIPLINARY ACTION.

ANNEXURE – 1

DOCUMENTS WHOSE PRESERVATION SHALL BE PERMANENT IN NATURE IN THE ARCHIVES OF THE COMPANY

1. Registration Certificate
2. Memorandum and Articles of the Company
3. Affidavit from the subscribers to the memorandum and from person named as the first directors
4. Statutory Registers required under applicable laws
5. Audited financial statements
6. Internal Audit Report
7. Secretarial Audit Report
8. Tax Audit Report
9. Income Tax Return
10. Minutes of Board/General/Committee Meetings
11. Material Agreement/Contract
12. All Legal Documents, Order issued by Courts and Statutory Bodies
13. Trade Mark /Copy Rights/Patents
14. Property Records, Original Purchase and Sale Agreement including Property Card, Index II, Ownership records issued by Government Authority & Property Insurance
15. All Insurance Policies and Personnel Records
16. Any other documents as may be required to maintain permanently in terms of applicable law(s), maintained and preserved from time to time

ANNEXURE – 2

DOCUMENTS WITH PRESERVATION PERIOD OF NOT LESS THAN EIGHT YEARS OR MORE AFTER COMPLETION OF RELEVANT TRANSACTION AND MISCELLANEOUS

- Corporate Records
- Annual Returns and other Forms filed with MCA
- Board Agenda and supporting documents Attendance Register
- Office copies of Notice of General Meeting and related papers
- Office copies of Notice of Board Meeting / Committee Meeting, Agenda, Notes on Agenda and other related papers
- All notices pertaining to disclosure of interest of directors and other disclosures made by directors.
- Films, Audio, Video, CDs, DVDs, etc
- Correspondence with Department/Shareholders
- Certificates surrendered to a Company
- Instrument creating a charge or modification
- Any other documents which have been so decided to be preserved by the Function/Department Heads, either under their own respective judgments or as required to be preserved by any specific Law
- Miscellaneous – Register of Debenture-holders, if any (15 years after the redemption of debentures)
- Miscellaneous – Index of debenture-holders, if any (15 years after the redemption of debentures)
- Accounts and Finance
- Annual Plans and Budgets
- Books of Accounts, Ledgers and Vouchers
- Sales Invoice & Purchase Invoice
- Bank Statements
- Investment Records
- Miscellaneous – General Correspondence (3 Years)
- Tax Records
- Excise/Customs Records
- Tax Deducted at Source Records
- Income Tax papers
- Service Tax papers
- VAT / CST / State Sales Tax
- Routine letters, notes that require no acknowledgement or follow-up, such as inter office memo, letters for transmittal and plans for Meetings;
- Letters of general enquiry and replies that complete the cycle of correspondence;
- Insurance Records i.e., Journal Entry support data, Inspection Reports, Miscellaneous Claims records (Till settlement is over and claim money is received), Group Insurance Plans (Until plan is amended or terminated)

- Legal Files and Records i.e., Contracts, Agreements and Related correspondence (including any proposal that resulted in the contract and other supportive documentation), Miscellaneous – Legal Memoranda and Opinions including subject matter files (3 years after the close of the matter), Miscellaneous – Litigation files
- Electronic Mail
- Web Page Files : Internet cookies
- Personnel Records i.e., Time office Records and Leave Cards, Unclaimed Wages Records, Employees Information Records, Statutory Returns /Reports, Miscellaneous – Employees Medical Record