

POLICY ON PRESERVATION OF ARCHIVAL OF DOCUMENTS

1. Preamble

Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 requires every listed company to have a policy on Preservation of Documents/ records maintained by the Company, either in Physical Mode or in Electronic Mode.

Accordingly, the Board of Directors of Parag Milk Foods Limited (the “Company”) has formulated and adopted a policy for “Preservation of Documents and Archival of Documents (“Policy”) to comply with the requirements of Regulation 9 and Regulation 30(8) of the Listing Regulations.

2. Objective

The main objective of this policy is to establish the framework needed for effective records management at Parag Milk Foods Limited. This policy deals with preservation of records. It therefore provides a framework, for the management of information consistent with the Regulations.

The Company has a substantial volume of its Secretarial and related Statutory Records and other documents. In order to efficiently conduct its business, the storage, retrieval and management of these information reserves is a significant issue. This holds true not only for physical documents but also documents that are dealt with digitally. A policy on preservation of such documents would guide employees and ensure in safe-keeping of the records and safeguard the documents, for both statutory compliance and internal purposes, while at the same time, avoiding superfluous inventory of documents by appropriately providing for their safe disposal/ destruction/ archival, as the case may be.

A good record keeping program is fundamental to the Company’s commitment to transparency and accountability. It enables the company for the smooth systematic functioning of the Company.

The major objectives of the policy are

- Identification of statutory registers and other records of the Company which are required to be preserved.
- Identification and categorisation of the statutory registers and other records to be maintained either for eight years or permanently
- Decide whether the statutory records and documents are to be preserved in physical or electronic mode
- After completion of 8 years for the statutory documents which are to be preserved for 8 years only may be disposed of as per the guidelines of the policy
- Aiding employees of the Company in understanding their obligations in retaining and preserving the documents and records.

3. Effective date

This policy was approved by the Board of Directors at its meeting held on January 14, 2016 and the same was applicable to the Company from the date of its listing with BSE Ltd. (BSE) and National Stock Exchange of India (NSE) i.e. with effect from May 16, 2016

This policy was subsequently revised by the Board of Directors at its meeting held on February 02, 2019 and the same shall be effective with effect from April 01, 2019.

BSE and NSE are hereinafter together referred to as “the stock exchanges”.

4. Definitions

“**Act**” means the Companies Act, 2013, Rules framed thereunder and any amendments thereto.

“**Archival Policy**” In addition to the secretarial records this policy will cover preservation of all events disclosed to the Stock Exchange for a period of 5 years and beyond.

“**Authorised Person**” means the functional head of the concerned department or any other person duly authorised by the Board or the Chief Financial Officer(CFO) or Company Secretary and Compliance Officer (CS)

“**Regulations**” means Securities and Exchanges Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and any amendments thereto.

“Company” “This Company” wherever occur in the policy shall mean ‘Parag Milk Foods Limited’.

“Document(s)” refers to documents, writings, papers, notes, agreements, deeds, contracts, summons, notices, advertisements, requisitions, orders, declarations, forms, correspondence, minutes, indices, registers and or any other record/s maintained by the Company, 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 / print form or in Electronic Form and does not include multiple or identical copies.

“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.

“Board of Director” or “Board” means the collective body of the Directors of the company.

“Policy” or **“This Policy”** means “Policy on Preservation and Archival of Documents”

“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.

“Electronic Form” means any contemporaneous electronic device such as computer, laptop, compact disc, floppy 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.

5. Interpretation

Terms which have not been defined in this Policy shall have the same meaning assigned to them in the Companies act 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015.

6. Classification

Classification 6.1. The preservation of Documents shall be done in the following manner:

- 6.1.1 **Category A:** Documents which are to be preserved permanently, either under Applicable Law or as determined by the Authorised Person subject to the modifications, amendments, addition, deletion or any changes made therein from time to time. Provided that all such modifications, amendments, addition or deletion in the documents shall also be preserved permanently by the Company. (Listed in Annexure -I)
- 6.1.2 **Category B:** Where a Document is required to preserved for not less than eight years after the completion of the relevant transactions under Applicable Law, then for such period required by Applicable Law. (Listed in Annexure -I)
- 6.1.3. **Category C:** Where there is no such requirement as per Applicable Law, then for such period as deemed fit by the Authorised Person.
- 6.1.4. With respect to disclosures made by the Company under Regulation 30(8) of the Regulations, such disclosures shall be hosted and accessible on the Company's website for a minimum of five years.

As a general principle, a Document should be permanently preserved, even beyond the requirements of Applicable Law, where the Document has a particular legal, historical or business significance and is of such nature that it should be available to the Company for the long term.

Notwithstanding anything contained in this policy in case of dispute with tax authorities or government authorities, records and documents relating to dispute will be preserved till the settlement of dispute or eight years whichever is later.

An indicative list of Documents, along with their classification and the time frame for their preservation, has been set out at Annexure I.

Each employee shall abide by the Policy. Each Authorised Person shall guide the employees in his department and ensure that they identify and classify Documents and take appropriate action with regard to their Preservation in accordance with this Policy.

In case of any doubt as to the appropriate classification, the employee shall refer the same to the relevant Authorised Person. In case of ambiguity as to the classification, the Authorised Person may refer the matter to the CFO or CS for final decision of the classification of the relevant Document.

- 6.2. It is further clarified that Documents may be subject to periodic internal review and may accordingly be reclassified appropriately by the Authorised Person and/ or the CFO /CS.
- 6.3. As a general rule, a particular Document shall be considered to belong to a particular department if it originated in such department or if it comes under the scope of responsibility of the head of department of such department. In case a Document is part of two or more departments or if there is ambiguity as to the department to which a particular Document belongs, the matter may be referred to the CFO/CS, whose decision shall be final. Each Authorised Person shall be required to preserve the Document pertaining to its department. The CFO and CS shall be responsible for the overall compliance of the Policy. Each Authorised Person shall act under this Policy in consultation with the CFO/CS and shall perform all acts and extend all cooperation to the CFO/CS to enable him/ her to ensure compliance with the Policy and the Regulations.

7. Modes Of Preservation

7.1. The Documents may be preserved in:

- 7.1.1. Physical form or
- 7.1.2. Electronic form.

7.2 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, other than disposal of Documents as permitted under this Policy.

7.3. The preserved Documents must be accessible at all reasonable times. Access shall be controlled by the Authorised Persons, so as to ensure integrity of the Documents and prohibit unauthorized access.

8. Custody of the Documents

8.1. Subject to the Applicable Law, the custody of the 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 new head of such department. Information of the cessation or transfer of the Authorised Person shall also be intimated to the CS and information technology department of the Company.

8.2 The Authorised Person will co-ordinate with the IT Department of the Company to ensure Preservation of Documents in electronic form, as appropriate.

8.3. Notwithstanding anything contained elsewhere in the Policy but subject to the requirements of Applicable Law, the Authorised Person may permit other means of storage including usage of a third party service provider or a centralized system of storage for the Preservation of Documents.

9. Location of Records

As mandated by the Companies Act, 2013 or under any other statute, certain records shall be located at the registered office of the Company. The records for which no specific place has been specified under any statute may be maintained at the corporate office of the Company or at any other place as may be, decided by the officers of the Company considering their utilization and usefulness.

10. Amendments and updates

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.

11. Scope and Limitation

In the event of any conflict between the provisions of this Policy and the Listing Regulations/Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Listing Regulations/Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy.

Annexure – I

1. Documents / Record whose preservation shall be permanent in nature

Sr. No	Documents / Records
1.	Certificate of incorporation
2.	Memorandum and Articles of Association
3.	Agreements made by the Company with Stock Exchanges, Depositories, etc.
4.	Minute Books of General Meetings, Board and Committee Meetings as per Companies Act, 2013
5.	Register and Index of Members, debenture-holders, if any or other security holders, if any
6.	Register of Contracts as per Companies Act, 2013
7.	Register of Charges as per Companies Act, 2013
8.	Register of Investments as per Companies Act, 2013
9.	Files relating to premises viz. Title Deeds/Lease Deeds of owned premises/land and building, etc. and related Ledger / Register
10.	Authorization / licenses obtained from any statutory authority
11.	Policies of the Company framed under various regulations
12.	Such other records as may be required under any law from time to time

2. Documents / Record to be preserved for a minimum period of eight years:

Sr. No	Documents / Records
1.	Instrument creating charge or modification (from the date of satisfaction of charge) as per Companies Act, 2013
2.	Annual Returns as per Companies Act, 2013
3.	Register of Deposits as per Companies Act, 2013
4.	Register of Allotment (from the date of each allotment) as per Companies Act, 2013
5.	Annual financial statements including: - Annual accounts - Directors report - Auditors report
6.	Books of accounts including Vouchers / Voucher register as defined under the Companies Act, 2013
7.	Income Tax Returns filed under Income Tax Act, 1961
8.	All notices in form MBP – 1 received from Directors and KMPs along with any amendment thereto
9.	Return of declaration in respect of beneficial interest in any share as per Companies Act, 2013
10.	Copy of newspaper advertisement or publications
11.	Compliance Reports received from any statutory authority
12.	The postal ballot and all other papers or registers relating to postal ballot including voting by electronic means
13.	Disclosure/Return filled under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015