



DOCUMENT PRESERVATION AND ARCHIVAL POLICY

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<u>1.</u>	<u>Preservation & Archival policy</u>	<u>V1.0</u>	<u>October 18, 2019</u>	<u>Policy document approved.</u>
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1. **BACKGROUND AND APPLICABILITY OF THE POLICY:**

Companies are required to maintain certain types of corporate records for specified periods of time under applicable laws. Qgo Finance Limited ensures that important documents including electronic resources are safeguarded.

SEBI (LODR) Regulations, 2015, require the Company to have a policy on Preservation & Archival of Documents. Accordingly, this Policy is framed for the purpose of systematic identification, categorization, maintenance, review, retention and destruction of documents received or created in the course of business. This Policy contains guidelines on documents that need to be maintained, how long certain documents should be retained, how should the documents be accessed and retrieved when they are needed and how and when those documents should be disposed off, if no longer needed.

This Policy serves as a guide to employees of the Company in understanding their obligations in preserving the records of the Company as per the statutory & regulatory requirements.

This Policy also outlines the manner in which documents hosted on the website of the Company, pursuant to SEBI (LODR) Regulations, 2015, shall be archived.

As per, Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 for the Outsourcing Agreement, the NBFC shall have necessary provisions to ensure that the service provider preserves documents as required by law and take suitable steps to ensure that its interests are protected in this regard even post termination of the services.

The Securities and Exchange Board of India ("SEBI"), vide its Notification dated September 2, 2015, issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). The Listing Regulations come into force from December 1, 2015. The Listing Regulations mandate listed entities to formulate a Policy for preservation and archiving of documents. It is in this context that the Document preservation and Archival Policy ("Policy") is being framed and implemented.

2. **OBJECTIVE:**

Regulation 9 of the Listing Regulations 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 Company may keep documents specified in clauses (a) and (b) in electronic mode.

This Policy mechanism provides the comprehensive framework for preservation of documents for a specified period of time to achieve the following objectives:

- a. Effective corporate governance and risk management;
- b. Effective information management to support the work of the administrations and provision of continued access to it at times when needed;
- c. Systematic disposal/destruction of Company's non-current records that have outlived their administrative usefulness.
- d. Identification of the Company's records that are of continuing administrative and historical value to warrant their transfer to and preservation in the Company's Archives.

Further Regulation 30 (8) of the Listing Regulations also refers to an archival policy as per which all events or information which has been disclosed to stock exchange(s) under regulation 30 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, as per applicable provisions of Companies Act, 2013 certain documents must be preserved permanently or up to a certain prescribed time.

Accordingly, this policy has been framed keeping in view particularly the requirements of -Listing Regulations and the provisions of Companies Act, 2013.



~~Listing Regulations and the provisions of Companies Act, 2013.~~

3. DEFINITIONS:

- i. **"Act"** shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.
- ii. **"Board of Directors" or "Board"** means the Board of Directors of the Company.
- iii. **"Company"** means Qgo Finance Limited.
- iv. **"Document"** means any register, record or other document mandatorily required to be maintained by the Company as per the provisions of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India Act, 1992 and the regulations issued by the Securities and Exchange Board of India including any statutory modification and amendments or re-enactments thereof or under any other law for the time being in force whether maintained physically or electronically.
- v. **"Financial Year"** shall have the same meaning described to it under the Act.
- vi. **"Listing agreement"** shall mean the uniform listing agreement executed in pursuant to Securities and Exchange Board (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vii. **"Policy"** means this Policy for Archive, Preservation and Disposal of Documents.
- viii. **"Records"** in relation to this policy includes accounting records, "book and paper" and "book and paper" as defined in sub-section 12 of section 2, books of account as defined in sub-section 13 of section 2 of the Companies Act, 2013 and statutory and other documents of material significance.
- ix. **"Regulations"** mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.
- x. **"SEBI"** means the Securities and Exchange Board of India.
- xi. **"SEBI Regulations"** means the regulations made by SEBI in accordance with the Securities and Exchange Board of India Act, 1992 (the SEBI Act).
- xii. **"Document"** means any register, record or other document mandatorily required to be maintained by the Company as per the provisions of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India Act, 1992 and the regulations issued by the Securities and Exchange Board of India including any statutory modification and amendments or re-enactments thereof or under any other law for the time being in force whether maintained physically or electronically.



- xiii. ~~“Financial Year” shall have the same meaning described to it under the Act.~~
- xiv. ~~“Listing agreement” shall mean the uniform listing agreement executed in pursuant to Securities and Exchange Board (Listing Obligations and Disclosure Requirements) Regulations, 2015.~~
- xv. ~~“Policy” means this Policy for Archive, Preservation and Disposal of Documents.~~
- xvi. ~~“Records” in relation to this policy includes accounting records, “book and paper” and “book and paper” as defined in sub-section 12 of section 2, books of account as defined in sub-section 13 of section 2 of the Companies Act, 2013 and statutory and other documents of material significance.~~
- xvii. ~~“Regulations” mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.~~
- xviii. ~~“SEBI” means the Securities and Exchange Board of India.~~
- xix. ~~“SEBI Regulations” means the regulations made by SEBI in accordance with the Securities and Exchange Board of India Act, 1992 (the SEBI Act).~~

Any other term not defined herein shall have the same meaning as ascribed to it under the Companies Act, 2013, Listing Agreement, Listing Regulations framed by the Securities Exchange Board of India or any other relevant regulation/legislation applicable to the Company.

4. SCOPE:

~~–Preservation of documents~~

While prescribing different time periods for preservation of records, the following aspects have been ~~taken into account~~considered:

- i. Compliance with statutory and regulatory requirements.
- ii. Requirements of SEBI/RBI/MCA officials to have access to certain records.
- iii. Requirements of internal and external auditors to have access to certain records.

A. Preservation of Documents with specific reference to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended:

1. 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. Details of documents whose preservation shall be permanent in nature is listed in *Annexure-A*.



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, Notifications, etc. for a period of not less than eight years after completion of the relevant transactions shall be preserved accordingly. Detail of documents with preservation period of not less than eight years after completion of the relevant transactions is listed in *Annexure-B*.

3. Documents with preservation period other than those mentioned in (2) above

All those documents which are required to be preserved in accordance with the provisions of applicable Act, Rules, Regulations, Guidelines, Circulars, Notifications etc. for a preservation period of other than those mentioned in 1 & 2 above shall be preserved accordingly.

B. 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 as mentioned in Regulation 30 of the Listing Regulations on Material Events,
 - all other Information and/or documents as required under Listing Regulations,
2. The Company shall ensure that contents of the website are correct.
3. The Company shall update any change in the content of its website within two working days from the date of such change in content.



3.

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.
 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.
 - The information and/or documents may be arranged financial year wise with further segregation into four quarters of the financial year.
 - All policies etc. or the information/ documents of a general nature can be clubbed together at one place.
- C. The documents or records not covered by this Policy shall be maintained by the Company for the time period specified for their preservation under any statute or regulation, for the time being in force.

—Location of records or documents

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 any other place as may be, decided by the officers of the Company considering their utilization and usefulness.

— Mode of Maintenance of records or documents

The Company shall maintain these records either in physical or electronic mode. The applicable provisions of law, rules and regulations with regard to electronic maintenance of records shall be adhered to.

All the records shall be maintained as per the prescribed formats, if any, as amended from time-to-time under the various rules and regulations.



Destruction of documents mentioned in Sub-Clause (A) & (B) of Clause 4.1 of the Policy:

Any of the documents mentioned in sub clause (A) & (B) of clause 4.1 of this policy, which are not required to be maintained and preserved permanently shall be destroyed. If documents / records should not be kept longer than is necessary and should be disposed of at the right time as unnecessary retention of records consumes time, space and equipment use.

The documents / records referred to in Annexure B shall be preserved for at least 8 years (or additional period decided by the Company) may be disposed of after the expiry of the periods of their preservation, after the approval of the ~~Group General Counsel~~, Chief Financial Officer and Company Secretary of the Company.

-Temporary Documents-

The temporary Documents, excluding the Current Document(s), shall be destroyed after the Relevant or prescribed period by the concerned department in whose custody the Documents are stored, after the prior approval of the Department Head or any other authority (i.e. Compliance Officer/Chief Financial Officer) as required under the Applicable Law pursuant to which the Documents have been preserved. The categories of Documents, which may be destroyed as normal administrative practice, are listed below –

- -catalogues;
- -copies of press cuttings, press statements or publicity material;
- -letters of appreciation or sympathy, or anonymous letters;
- -requests for copies of maps, plans, charts, advertising material;
- -facsimiles where a photocopy has been made;
- -drafts of reports, correspondence, speeches, notes, spread sheets, etc.; and
- -routine statistical and progress reports compiled and duplicated in other reports.

Manner of Destruction-

The documents may be destroyed in any of the following manner:

- i. ~~i.~~ Recycle non-confidential paper records;
- ii. ~~ii.~~ Shred or otherwise render unreadable confidential paper records; and
- iii. ~~iii.~~ Permanently delete or destroy electronically stored data.

Register of Disposal:

The Company shall maintain a register of disposal of records in the custody of the Compliance Officer of the Company, wherein the brief particulars of the records disposed-off shall be entered. The register of disposal of records shall contain the following columns:

- a. Item Number;
- b. Brief Particulars of the records disposed of;
- c. Date of approval for disposal of records;
- d. Date of disposal; and
- e. Mode of destruction

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

Record Appraisal

The Company shall at regular intervals carry out the appraisal of the records preserved as per this Policy. The purpose of the appraisal process shall be to ensure that the records are examined at the appropriate time to determine

- (i) whether or not they are worthy of archival preservation;
- (ii) whether they need to be retained for a longer period as they are still in use; or
- (iii) whether they should be destroyed.

~~(iii)~~

The appraisal of records shall be undertaken only after the approval of the Companyyy



Secretary or Compliance Officer and Chief Financial Officer of the Company.

5. ARCHIVAL OF DOCUMENTS:

Documents mentioned in sub clause (A) & (B) of Clause 4.1 above shall be maintained/ preserved in the following manner:

Documents maintained in physical form:

1. 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.
2. 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.

Documents maintained in electronic form:

1. All documents pertaining to current Financial year and for one preceding financial year shall be maintained on server and Backup be maintained on scheduled time and day. The documents shall be maintained in such a manner that their retrieval is easy and quick.
2. Back up of all documents pertaining to the period prior to one preceding financial year shall also be maintained on server, in 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.

Documents made available on the website of the company:

After the expiry of time mentioned in Clause 4.1 (B) (5) 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. REVIEW AND AMENDMENT:

This policy is framed on the provision of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ~~as notified on September 2, 2015, and~~ as amended from time to time. In case of any subsequent amendments to the regulations which make any of the above provisions in the Policy inconsistent, the provisions of the Regulations shall prevail. The Policy shall be reviewed by the Board so as to align the same with the amendments or to incorporate the changes as may be felt appropriate by the Board.

In case of any clarification required with respect to this Policy, kindly contact the Compliance Officer and / or Chief Financial Officer of ~~£~~
 the Company.

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ANNEXURE - A
(Records to be preserved permanently)

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



ANNEXURE - B

(Records to be preserved for minimum period of eight years)

S. No	Records
1.	Instrument creating charge or modification (from the date of satisfaction of charge) as per Companies Act, 2013
2.	Register of Inter Corporate Loans and Investments as per the Companies Act, 2013
3.	Annual Returns as per Companies Act, 2013
4.	Register of Deposits as per Companies Act, 2013
5.	Register of Allotment (from the date of each allotment) as per Companies Act, 2013
6.	Annual financial statements including: - Annual accounts -Directors report -Auditor's report
7.	Vouchers / Voucher register and books of accounts as defined under sub-section 13 of section 2 of the Companies Act, 2013
8.	Income Tax Returns filed under Income Tax Act, 1961
9.	All disclosures received from Directors and KMPs
10.	Return of declaration in respect of beneficial interest in any share as per Companies Act, 2013
11.	Copy of newspaper advertisement or publications
12.	Records relating to Court Cases / CBI Cases / Police Cases/ Civil Suits/ Labour Court Cases/ Arbitration Cases.
13.	Compliance Reports received from any statutory authority
14.	Correspondences made with any statutory authority
15.	Register of Power of attorneys, if any
16.	Forms and returns filed with RBI/MCA or with any other statutory authority
17.	Employees Information Records
18.	Scrutinizers report