

PRABHAT DAIRY LIMITED

Preservation of Documents and Archival Policy

1. Introduction:

Preservation of Documents and Archival Policy (hereinafter referred to as “the Policy”) is to promote best practice in management of records in order to protect the interest of Prabhat Dairy Limited and its subsidiaries (hereinafter referred to as “the Company”) by ensuring that there exists a consistent and orderly maintenance and retention of adequate, unaltered and accurate records for the stipulated period of time and to satisfy statutory, business and operational requirements.

This Policy aims to address the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. Effective Date:

This Policy shall be effective from December 1, 2015.

3. Definitions:

“**Act**” means the Companies Act, 2013 or any previous company law (to the extent the provisions there under are in force) and Rules framed there under, including any amendments, modifications, clarifications or re-enactment thereof, for the time being in force.

“**Articles**” means the Articles of Association of the company as originally framed or as altered from time to time or applied in pursuance of the Act.

“**Book and Paper**” and “**Book or Paper**” includes books of accounts, deeds, vouchers, writings, documents, minutes and registers maintained on paper or in electronic form.

“**Books of Accounts**” includes records maintained in respect of:

- (i) all sums of money received and expended by the Company and matters in relation to which the receipts and expenditure take place;

(ii) all sales and purchases of goods and services by the Company;

(iii) the assets and liabilities of the Company; and

(iv) the items of cost as may be prescribed under section 148 in the case of a Company which belongs to any class of companies specified under that section.

“Board of Director or Board” means Board of Directors of the Company.

“Document” includes summons, notice, requisition, order, declaration, form and register, records, whether issued, sent or kept in pursuance of the Act or previous company law or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.

“Memorandum” means the Memorandum of Association of the Company as originally framed or as altered from time to time in pursuance if any previous company law or of the Act.

“Policy” means this Preservation of Documents and Archival Policy.

“Listing Regulations, 2015” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes any amendments, modifications clarifications or re-enactment thereof, for the time being in force.

“Schedules” means Schedules I, II and III appended to this Policy.

Words and expressions used and not defined herein shall have the meanings as respectively assigned to them in the respective Act / Rules / Regulations.

4. Applicability:

This Policy applies to all physical and electronic records generated / maintained in the course of the Company’s operations, both original documents and reproductions. Every employee of the Company and other person(s) who are dealing with the Company’s records in any manner should comply with this Policy.

5. General Principles for Preservation of Documents:

I. The Schedule of Record should be divided into following categories:

- (a) Permanent preservation ;
- (b) Preservation for not less than 8 years from the date of completion of the relevant transaction; and
- (c) Preservation for a minimum period of 5 years or such higher period as may be determined by the Board of Directors or a Committee thereof..

The documents not covered under the Schedules above may be preserved for the period as prescribed under the relevant statute. In the absence of any such provisions therein, such documents shall be preserved for a period of not less than five years immediately after the financial year to which such records pertain, as prescribed in Rule 5 of Service Tax Rules, 1994 of Finance Act, 1994.

II. Correspondence or memoranda that do not pertain to documents having a prescribed retention period should be discarded as under:

- (a) Routine matters having no monetary consequences should be discarded within two years. Some examples include:
 - (i) Routine letters and notes that require no acknowledgement or follow up, such as note of appreciation, congratulations, etc.
 - (ii) Letters of general enquiry and replies, etc.

(b) Non-routine matters having significant lasting consequences should generally be retained permanently.

III. Records that support a particular project to be retained as long as the project file is retained.

IV. To manage the documents, each department may have its own procedures covering retention, disposal, storage and retrieval of records. However, the criteria specified in clause 5,6, 7 and 8 of this Policy should be followed.

V. An indicative list of documents that can be covered under this Policy is mentioned in Annexure A and the schedule to identify the period for maintenance of a document is required to be maintained in Annexure B to this Policy.

6. Suspension of Record Disposal in the Event of Litigation or Claim:

In the event of any litigation, claim, audit or investigation, the Department which receives such information regarding litigation, claim, audit or investigation shall, through written communication, inform the Head – Legal and concerned Head of Department of the function. Disposal of such documents shall be suspended until the Head – Legal in consultation with the Head of the Department of that function determines the disposal of such records.

The decision of the Head – Legal will supersede any previous destruction schedule for such records.

7. Archival of Documents:

Records should be stored in conditions that are clean and secure, with low risk of damage from fire, water, dampness, mould, insects and rodents. Records in non-paper formats such as photographs, maps or computer disks require specialised storage conditions and handling process that take account of their specific physical and chemical properties. Irrespective of the format, records of continuing value require higher storage, handling and preservation for the required period.

Regulation 30(8) of the Listing Regulations provides that the listed entity shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under the said listing Regulations and such disclosures shall be hosted on the website of the listed entity for a minimum period of five years and thereafter as per the archival policy of the listed entity, as disclosed on its website.

The Company shall after making disclosure of events or information to the stock exchange(s) as per the Listing Regulations also host such information on its website (www.prabhatfresh.com).

The disclosures so placed on the website, shall be maintained for a period of five years on the website of the Company. The period of five years shall be reckoned from the date of such event or information being placed on the website of the Company for the first time.

Other material developments for events or information which are disclosed to the stock exchange(s) shall also be placed on the website of the Company for a period of five years.

All such events or information so disclosed on the website of the Company pursuant to the Listing Regulations shall be archived after the expiry of five years from the date of such posting and moved to the location or placed under – “Historic Material Events / Information”

The events / information so archived under “Historic Material Events / Information” shall be preserved for a further period of one year or till the time such events or information are resolved or closed, whichever is later.

In addition to maintaining the records on the website, the Company shall also maintain the physical copies of such disclosure made to the stock exchange(s) which shall be preserved for such period as specified in Annexure B that will be maintained pursuant to this Policy.

8. Disposal and Destruction of Records:

Statutory Records:

Statutory records shall be destroyed only with the joint written approval of the Head of Department of respective function and the Head Legal and subject to compliance with General principles of this Policy and relevant laws relating to such records.

Non-statutory Records:

Non-statutory records shall be destroyed with written approval of the Head of Department of respective function and subject to compliance with General Principles of this Policy.

Manner of Disposal and Destruction:

1. Destruction of Paper Records:

Paper records must be destroyed by shredding, cutting, crushing, burning or by other physical means.

2. Destruction of Magnetic Media:

Records stored on magnetic media such as floppy disks must be destroyed by reformatting at least once. Deleting files from magnetic media is not sufficient to ensure the destruction of the records.

3. Destruction of Optical Media:

Records held on optical media such as rewritable disks must be destroyed by shredding, cutting, crushing or other physical means.

Maintenance of Register for Destruction of Records:

1. Each department shall maintain Register of Destruction of Records which shall contain atleast the following:
 - (a) Name of the document(s);
 - (b) Statutory time period for which document(s) should be retained;
 - (c) Time period for which document(s) were retained;
 - (d) Reference of written approval for destruction;
 - (e) Date of destruction;
 - (f) Mode of destruction;
 - (g) Relevant law governing such destruction, if any ; and
 - (h) Signature of the Head of Department

2. The Register of Destruction of Records shall be maintained by Head of Department of each function permanently.

9. Responsibility:

- (a) The ultimate responsibility for compliance with this Policy shall lie with the Head of Department (HoD) of each function.
- (b) The HoD of each function is responsible for the selection of records relating to his Department, preparation of schedule for retention of records, and orderly destruction of these records.
- (c) The HoD shall also be responsible for maintaining the archives and Register of Destruction of Records of the Company.
- (d) The HoD must ensure that his staff is adequately trained and is aware of the key principles of this Policy.
- (e) Within each department a specific person, identified by the HoD should be responsible for managing the consistent implementation of this Policy. He / She shall also be responsible for records inherited from predecessors in their role.

- (f) The Head of Secretarial Department is responsible for drawing up guidance for good records management practice and procedures.

10. Disciplinary Action:

Compliance with this Policy and related procedures is mandatory. Where permitted by law, any employee found to have violated this Policy may be subject to disciplinary action as determined by the Chairman & Managing Director and General Manager – Human Resources.

11. Review of the Policy:

This policy will be reviewed by the Board of Directors of the Company as and when required.

ANNEXURE – A

Documents may be related to the following:

1. Accounting and finance
2. Share Application Forms for Allottees
3. Share Accounting Records
4. Board, Committee and General Meetings Minutes Book
5. Debenture Application and Allotment Records
6. Directors Appointment and Resignation Records
7. Company incorporation documents
8. All public and private issue of shares and securities documents
9. Acceptance of Deposits Records
10. All registration and satisfaction of charges records
11. All applications to Department of Company Affairs / Ministry of Corporate Affairs records
12. Payment of Dividend Records including paid instruments
13. Annual Reports and Annual Returns
14. Board Meeting Records
15. Schemes of Compromise, arrangement and amalgamation records.
16. Buy back of shares records

17. Reduction of Capital records
18. Takeover Code records
19. Insider Trading Regulations records
20. Listing agreement / Listing obligation records
21. ESOP records
22. SEBI correspondence records
23. Share litigation records
24. Issue of Bonus shares/ rights shares records
25. FEMA / FERA records
26. Statutory Audit Certificates / Cost Audit Certificates / Secretarial audit Certificates
27. Compliance Certificates of units / company
28. Legal and commercial contracts
29. Manufacturing records
30. Correspondence and internal Memoranda
31. Electronic documents
32. Insurance Records
33. Legal Files and Papers
34. Payroll documents
35. Pension documents
36. HR Records
37. Property Records
38. Direct and indirect taxation records
39. Miscellaneous

ANNEXURE – B

Sr. No.	Document	Governing law	Permanent	Not less than 8 years (specify period)	Less than 8 years but not less than 5 years (specify period)
