

# bajaj corp limited

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## **Policy on Archiving & Preservation of Documents**

**Contents**

1. Introduction.....2

2. Applicability and effective date.....2

3. Scope and Purpose.....2

4. Definitions.....2

5. Policy.....3

6. Policy Review and Amendments.....7

## 1. INTRODUCTION

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) was notified on September 2, 2015. These regulations shall come into force on the ninetieth day from their publication in the Official Gazette. The regulations seek to consolidate and streamline the provisions of existing listing agreements for different segments of the capital market. These regulations have been structured to provide ease of reference by consolidating into one single document across various types of securities listed on StockExchanges.

In pursuance of the aforementioned Listing Regulations, the Board of Directors (the “Board”) of Bajaj Corp Limited (the “Company” or “BCL”), has adopted a policy on archival and preservation of documents.

## 2. APPLICABILITY AND EFFECTIVE DATE

This Policy applies to:

1. Documents whose preservation shall be permanent in nature;
2. Documents with preservation period of not less than 8 years after completion of relevant transactions; and
3. Documents which shall be preserved in such manner and for such period as may be specified by the Board of Directors.

This policy will be applicable to the Company effective from October 7, 2015.

## 3. SCOPE AND PURPOSE

The Companies Act 2013 lays down the period of preservation for statutory registers and other documents. The SEBI LODR Regulations 2015 has laid down that every listed entity shall formulate a policy for preservation and archival of documents and information in the manner prescribed in the regulations.

The purpose of the following policy is to institutionalise the process of identification, preservation and archival of documents and information in pursuance of applicable provisions under Companies Act, 2013 and the SEBI LODR Regulations 2015.

## 4. DEFINITIONS

- (i) **“Board”** shall mean Board of Directors of the Company.
- (ii) **“Companies Act”** shall mean the Companies Act, 2013 and Rules thereunder, notified by the Ministry of Corporate Affairs, Government of India, as amended.
- (iii) **“Documents”** shall mean all statutory registers prescribed under Companies Act, 2013 and shall include all documents disseminating material information to the Stock Exchanges.

- (iv) “**Listed entity**” shall mean Bajaj Corp Limited/Company/BCL.
- (v) “**Policy**” means Policy on Archival and Preservation of Documents of the Company.
- (vi) “**Register**” shall have the same meaning as ascribed under the provisions of the Companies Act, 2013 or any amendment thereto or re-enactment thereof.
- (vii) “**Regulations**” shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as notified by The Securities and Exchange Board of India, as amended.
- (viii) “**Rules**” shall mean Rules notified by the Ministry of Corporate Affairs, Government of India vide notification in the Official Gazette.
- (ix) “**Stock Exchange**” shall mean a recognised Stock Exchange as defined under clause (f) of Section 2 of the Securities Contracts (regulation) Act, 1956.

## 5. POLICY

The following documents and information shall be preserved in the manner hereinafter stated:

### A. DOCUMENTS AND INFORMATION THAT SHALL BE PRESERVED PERMANENTLY UNDER COMPANIES ACT, 2013

#### i. INCORPORATION DOCUMENTS (Ss 3, 4, 5 & 7)

- All documents including various e-Forms and Information as originally filed with the Registrar of Companies for incorporation of company under Companies Act, 2013 or any other previous Companies Act to be preserved **permanently** till dissolution of the Company.
- The incorporation documents as stated above shall be preserved.

#### ii. MOA & AOA (Ss 4 & 5)

- Memorandum and Articles of Association whether filed under the Companies Act, 2013 or any other previous Companies Act shall be preserved **permanently** till dissolution of the Company.
- The Memorandum and Articles of Association as stated above shall be preserved.

#### iii. REGISTER OF RENEWED AND DUPLICATE SHARE CERTIFICATES (Sec 46) and Rule 6 of Companies (Share Capital and Debentures) Rules, 2014

- The Register of Renewed and Duplicate Share Certificates in the format prescribed under the Companies Act, 2013 or any other previous Companies Act Company shall be preserved **permanently** till dissolution of the Company.
- The Register of Renewed and Duplicate Share Certificates as stated above shall be preserved.

- iv. **RECORD OF PRIVATE PLACEMENT (Sec 42) and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014**
- The record of Private Placement made by the Company shall be preserved **permanently** till the dissolution of the Company.
  - The record of Private Placement made by the Company shall be preserved.
- v. **REGISTER OF SWEAT EQUITY SHARES (Sec 54) and Rule 8 of Companies (Share Capital and Debentures) Rules, 2014**
- The Register of Sweat Equity shall be preserved **permanently** till the dissolution of the Company.
  - The Register of Sweat Equity shall be preserved.
- vi. **INSTRUMENT OF TRANSFER & TRANSMISSION (Sec 56) and Rule 11 of Companies (Share Capital and Debentures) Rules, 2014**
- The Instrument of Transfer of securities held in physical form shall be preserved **permanently** till the dissolution of the Company.
  - The Instrument of Transfer of securities held in physical form shall be preserved.
- vii. **REGISTER OF EMPLOYEE STOCK OPTION (Sec 62(1) (b)) and Rule 12 of Companies (Share Capital and Debentures) Rules, 2014**
- The Register of Employee Stock Option shall be preserved **permanently** till the dissolution of the Company.
  - The Register of Employee Stock Option shall be preserved.
- viii. **REGISTER OF SECURITY BUY BACK (Sec 68 (9) and Rule 17 of Companies (Share Capital and Debentures) Rules, 2014**
- The Register of Security Buyback shall be preserved **permanently** till the dissolution of the Company.
  - The Register of Security Buyback shall be preserved.

ix. **REGISTER OF CHARGES (Sec 77) and Rule 10 of Companies (Registration of Charges) Rules, 2014**

- The Register of Charge in the format prescribed under the Companies Act, 2013 or any other previous Companies Act Company shall be preserved **permanently** till dissolution of the Company.
- The Register of Charge as stated above shall be preserved.

x. **REGISTER OF MEMBERS (Sec 88)**

- The Register of Members & Index of Names in the format prescribed under the Companies Act, 2013 or any other previous Companies Act Company shall be preserved **permanently** till dissolution of the Company.
- The Register of Members & Index of Names as stated above shall be preserved.

**FOREIGN REGISTER**

- A company may, if so authorized by its articles, keep in any country outside India, in such manner as may be prescribed, a part of the Register specified in sub-section (1) of section 88 of the Companies Act, 2013 called 'foreign register' containing the names and particulars of :
  - Members or
  - Debenture Holders or
  - Security Holders or
  - Beneficial Owners residing outside

xi. **REGISTER OF DIRECTORS & KEY MANAGERIAL PERSONNEL (Sec 170)**

- The Register of Directors and Key Managerial Personnel of the Company shall be preserved **permanently** till dissolution of the Company.
- The Register of Directors and Key Managerial Personnel as stated above shall be preserved.

xii. **REGISTER OF LOANS, INVESTMENTS AND GUARANTEES (Sec 186)**

- The Register of Loans, Investments & Guarantees given/made by the Company shall be preserved **permanently** till dissolution of the Company.
- The Register of Loans, Investments & Guarantees as stated above shall be preserved.

**xiii. REGISTER OF INVESTMENTS MADE BY A COMPANY NOT HELD IN ITS NAME**  
**(Sec 187(2))**

- The Register of Investments made by a company not held in its name shall be preserved **permanently** till dissolution of the Company.
- The Register of Investments made by a company not held in its name as stated above shall be preserved.

**xiv. REGISTER OF CONTRACTS OR ARRANGEMENTS IN WHICH DIRECTORS ARE INTERESTED** (Sec 189)

- The Register of Contracts or Arrangements in which Directors are interested shall be preserved **permanently** till dissolution of the Company.
- The Register of Contracts or Arrangements in which Directors are interested as stated above shall be preserved.

**xv. MINUTES OF MEETINGS** (Sec 118)

A distinctive Minute Book shall be maintained for each type of Meeting of:

- General Meeting of Members OR Creditors
- Board Meeting
- Meetings of each Committee (CSR Committee, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and any other Committee)

**General Meeting:** Minute Book of General Meetings shall be preserved permanently till dissolution of the Company.

**Board & Committee Meetings:**

- i. Minute Book of Board meeting shall be preserved **permanently** till dissolution of the Company.
- ii. Minute Book of Board and committee Meeting shall be kept at Registered Office or such other place as Board may decide.

**B. DOCUMENTS AND INFORMATION UNDER COMPANIES ACT 2013 THAT MAY BE PRESERVED FOR SUCH PERIOD AS SPECIFIED HEREIN**

**i. CONTRACT OF EMPLOYMENT WITH MANAGING OR WHOLE-TIME DIRECTOR(S) (Sec 190)**

Every Public Company shall keep at its Registered Office-

- Copy of Contract of service, if any, entered into with a Managing or Whole-Time Director; or
- Where the Contract is not in writing, a written memorandum setting out its terms.

**ii. BOOKS OF ACCOUNTS (Sec 128)**

- The books of account together with vouchers relevant to any entry in such books relating to a period of not less than 8 financial years immediately preceding a financial year shall be kept in good order.
- The books of account and other relevant books and papers and financial statements for every financial year which give a true and fair view of the state of affairs of the company shall be kept at the registered office of the Company.

**iii. REGISTER OF DEPOSITS (Ss 73 & 76) and Rule 14 of The Companies (Acceptance of Deposits) Rules, 2014**

- The register of deposits shall be preserved in good order for a period of not less than 8 years from the financial year in which the latest entry is made in the register.
- The register of deposits of the company shall be kept at the registered office of the Company.

**C. ARCHIEVAL OF DOCUMENTS:**

The Company shall disclose on its website under “Investor Corner” section under the heading “Events/information disclosed to Stock Exchanges” all such events or information (“disclosures”) which are required to be disclosed to the stock exchanges under Listing Regulations.

The disclosures made to the Stock Exchanges shall be hosted on the Company’s website for a period of five years from the date of initial posting.

The disclosures shall thereafter be archived under the heading “Archives” and shall be retained on the Company’s website for Three years. Thereafter the said information, documents, records may be destroyed.

**6. POLICY REVIEW AND AMENDMENTS**

The Board of Directors reserves the power to review and amend this policy from time to time. Any exceptions to the Archival of Documents and Information Policy must be consistent with the Listing Regulations and must be approved in the manner as may be decided by the Board of Directors.

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