

POLICY REFERENCE	Policy for preservation of documents under Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 (SEBI Listing Regulations)
Policy Owner	Secretarial Department

VERSION	APPROVAL DATE	APPROVED BY	DESCRIPTION
1.0	13.01.2016	Board	Policy for preservation of documents under SEBI Listing Regulations
2.0	26.05.2023	Board	Policy for preservation of documents under SEBI Listing Regulations

Table of Content:

Sr. No.	Particulars	Page nos.
1.	Introduction/Background/ Purpose of the Policy	3
2.	Scope	3
3.	Definitions	4
4.	Roles and Responsibilities	4
5.	Authenticity of Documents	5
6.	Modes of preservation	5
7.	Custody of the Documents	5
8.	Review / Amendments to Policy	5
9.	Suspension of documents disposal in the event of litigation/claims	5
10.	Destruction of Documents	6
11.	Interpretation	6
12.	Annexure- I	7
13.	Annexure- II	8

1. Introduction/Background/ Purpose of the Policy:

The purpose of this Policy is to ensure that all the necessary documents and records of the Company are adequately protected and preserved as per the statutory requirements and to ensure that the records of the Company which are no longer needed or are of no value are discarded after following the due process for discarding the same. This Policy is also for the purpose of aiding employees of the Company in understanding their obligations in retaining and preserving the documents and records which are required to be maintained as per the applicable statutory and regulatory requirements.

Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI Listing Regulations**) requires every listed company to formulate a Policy on Preservation of Company Documents which shall be approved by the Board of Directors.

Thus, this policy (**“Policy”**) is framed with an objective of classifying records, registers, returns etc. in at least two categories as follows-

- (a) documents whose preservation shall be permanent in nature;
- (b) documents with preservation period of not less than eight years after completion of the relevant transactions:

for the purpose of such maintenance and preservation as prescribed.

Further Regulation 30 (8) of the SEBI Listing Regulations 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. In accordance with the above Regulation 9, Regulation 30 (8) and the provisions of the Companies Act, 2013, and other applicable provisions of law the Company has framed the Policy is framed in line with the existing provisions of the SEBI Listing Regulations and the Companies Act, 2013. Any future changes in the SEBI Listing Regulations will, ipso facto, apply to this Policy. This policy was first approved by the Board of Directors in their meeting held on January 13, 2016 and was reviewed at the meeting of the Board of Directors held on May 26, 2023.

2. Scope:

The documents of a permanent nature (**listed in Annexure-I**) which shall be maintained and preserved permanently by Neil Industries Limited (hereinafter referred as “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-II**) which 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.

A policy on preservation of Documents would ensure safe keeping of the records and safeguard the Documents from getting manhandled, while at the same time avoiding superfluous inventory of Documents. The Company, therefore, formulates this policy, in pursuance to Regulation 9 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”), on preservation of the Documents to aid the employees in handling the documents efficiently.

3. Definitions:

“**Act**” means the Companies Act, 2013.

“**Applicable Law**” means any law, rules, circulars, guidelines or standards issued by Securities Exchange Board of India, Ministry of Corporate Affairs and The Institute of Company Secretaries of India under which the preservation of the Documents has been prescribed.

“**Authorised Person**” means any person duly authorised by the Board.

“**Company**” means Neil Industries Limited

“**Board**” means the Board of directors of the Company or its Committee.

“**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.

“**Document(s)**” refers to papers, notes, agreements, notices, advertisements, requisitions, orders, declarations, forms, correspondence, minutes, indices, registers and 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 and does not include multiple or identical copies.

“**Electronic Record(s)**” means the electronic record as defined under clause (t) of sub-section (1) of section 2 of the Information Technology Act, 2000.

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

“**Regulations**” means the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

The words and phrases used in this Policy and not defined here shall derive their meaning from the Applicable Law.

4. Roles and Responsibilities:

The respective Functional/ Departmental heads of the Company shall be responsible for maintenance and preservation of documents in respect of the areas of functions falling under the charge of each of them, in terms of this Policy.

Where a particular authorized person tenders his/ her resignation or is transferred from one location of the Company to another, such person shall, before such resignation or transfer becoming effective, hand over, to his/ her successor, all the relevant documents (whether in electronic form or otherwise) in his custody pursuant to this Policy together with any relevant passwords, lock and key, and any devices in his/ her possession used to store such documents.

5. Authenticity of Documents:

Where a document is being maintained both in physical form and electronic form, the authenticity with reference to the physical form should be considered for every purpose.

The documents specified in Annexure-II which are not required to be maintained and preserved permanently, may be destroyed after the expiry of the specified retention period (as set out in Annexure II) in such mode and under the instructions approved by the Functional/ Departmental Heads.

6. Modes of preservation:

The Documents may be preserved in

- (i) Physical form or
- (ii) Electronic Form.

The employee of the Company required to preserve the Document shall be Authorised Person who is generally expected to observe the compliance of requirements of Applicable Law

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.

The preserved Documents must be accessible at all reasonable times. Access may be controlled by Authorized Person with preservation, so as to ensure integrity of the Documents and prohibit unauthorized access.

7. Custody of the Documents:

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 to another, such Person shall hand over all the relevant Documents, lock and key, access control or password, other storage devices or such other Documents and devices in his possession under the Policy. The Board may authorise such other person as it may deem fit as the Authorised Person.

8. Review / Amendments to Policy:

The policy would be reviewed on an annual basis by the Board of Directors. In case, there are any regulatory changes requiring modifications to the Policy, the Policy shall be reviewed and amended with due approval from the Board of Directors. However, the amended regulatory requirements will supersede the existing Policy till the time Policy is suitably amended.

9. Suspension of documents disposal in the event of litigation/claims:

In the event the Company is served with any notice for documents from any of the statutory documents which are subject matter of such notice or litigation shall be suspended until such time the matter is settled, resolved or disposed off. The relevant authorised person shall be responsible for informing all relevant employees of the Company about suspension of further disposal of documents.

10. Destruction of Documents:

Destruction as a normal administrative practice usually occurs because the records are duplicated, unimportant or for short-term use only. This applies to both Physical and Electronic Documents.

The temporary documents, excluding the Current Document(s) shall be destroyed after the relevant or prescribed period, by the Authorised Person in whose custody the Documents are stored, after the prior approval of the Board or any other authority as required under the Applicable Law pursuant to which the Documents have been preserved.

A register of the Documents disposed/destroyed shall also be maintained. It shall state the brief particulars of the Documents destroyed, date of disposal/destruction and the mode of destruction.

The entries in the register shall be authenticated by the Authorised Person.

11. Interpretation:

In any circumstance where the terms of this policy differ from any existing or newly enacted law, rule, Regulation or standard governing the Company, the law, rule, Regulation or standard will take precedence over these policies and procedures until such time as this policy is changed to conform to the law, rule, Regulation or standard.

Annexure-I
Documents whose preservation shall be permanent in nature

Sr. No. Document

1.	Incorporation documents
2.	Certificate of change of name (if any)
3.	Memorandum and articles of association
4.	Statutory Registers
5.	Counter folios of Share Certificates issued from time to time
6.	Minutes of proceedings of general meeting and resolutions passed by postal ballot, meeting of Board of Directors, creditors, committees of the Board of Directors and resolutions passed by circulation
7.	License & Permissions
8.	Scrutinizers Reports
9.	Listing Agreement
10.	Central Government Approvals Received
11.	Any other Document / Information / Record as per the provisions of any other applicable Law or Regulation to the extent applicable to the Company
12.	Statutory Clearances, Annual Returns, Assessment Orders, Loan Documents, Security Documents, Guarantee Documents, Investment Documents, Management Consultancy Agreements, Stock Exchange Listing Permissions etc.
13.	Forms and returns filed with the Registrar of Companies, Ministry of Corporate Affairs, SEBI or any other regulatory authority.
14.	Any court/ NCLT orders
15.	Certificates issued by the Registrar of Companies.
16.	Other statutory registers and documents maintained by the Company under various laws applicable to the Company or as prescribed by the Board of Directors from time to time.

Annexure II
Documents with preservation period of not less than eight years after completion of relevant transaction

Sr. No.	Document
1.	Books of account including relevant books and papers and financial Statements
2.	Disclosures/ notices by a director of his interest
3.	Vouchers / Voucher register and books of accounts as defined under subsection 13 of section 2 of the Companies Act, 2013
4.	Annual return and copies of all certificates and documents required to be annexed thereto
5.	Instrument creating a charge or modification
6.	Annual financial statements including: - Annual accounts - Director's report - Auditors report
7.	Correspondence with shareholders
8.	Tax records under Income Tax Act, 1961
9.	Disclosures – SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
10.	Disclosures – SEBI (Prohibition of Insider Trading) Regulations, 2015
11.	Protected Disclosures in writing or documented along with the results of investigation relating thereto (including the Investigation Report) as reported under the whistle-blower policy
12.	Other statutory registers and documents maintained by the Company under various laws applicable to the Company or as prescribed by the Board of Directors from time to time.
13.	Copy of newspaper advertisement or publications
14.	The names of the transferor, transferee, and the dates of transfer of Securities
15.	Forms and returns filed with RBI/MCA or with any other statutory authority
16.	NSDL/CDSL Files
17.	Postal Ballot forms
18.	Records of approval, notice, entry and cancellation of pledge or hypothecation, as the case may be

19. Structure Digital Database as per SEBI (Prohibition of Insider Trading) Regulations, 2015 after completion of the relevant transactions and in the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.
 20. Office copies of notices, agenda, scrutinizer's report, notes on agenda and other related papers of general meetings, board meetings and various committee meetings of the transferor company as handed over
 21. Tape recording(s) or other electronic recording mechanism used for Board/committees/shareholders meetings held through video - conferencing or audio – visual means atleast upto the time of completion of audit of that particular year.
 22. Such other records as may be specified by the Board of Directors from time to time.
-