

POLICY ON PRESERVATION OF DOCUMENTS

1. Scope/ Legal Frame work:

A policy on preservation of Documents (defined below) would ensure safe keeping of the records and safeguard the documents for getting man handled, 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 on preservation of the Documents to aid the employees in handling the documents efficiently. It not only covers the various aspects on preservation of the Documents, but also the safe disposal/destruction of the Documents.

2. Definitions:

2.1 "Act" means the Companies Act, 2013.

2.2 "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.

2.3 "Authorised Person" means any person duly authorised by the Board.

2.4 "Board" means the Board of directors of the Company or its Committee.

2.5 "Company" means M/s. K2 SYSTEMS LIMITED.

2.6 "Current Document(s)" means any Document, that still has an ongoing relevance with reference to ongoing litigation, proceedings, complaint, dispute, contract or any like matter.

2.7 "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.

2.8 "Electronic Record(s)" means the electronic record as defined under clause (t) of subsection (1) of section 2 of the Information Technology Act, 2000.

2.9 "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.

2.10 "Maintenance" means keeping Documents, either physically or in Electronic Form.

2.11 "Preservation" means to keep in good order and to prevent from being altered, damaged or destroyed.

2.12 "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.

3. Coverage / Objective:

This Policy is intended to guide the Company and its officers on maintenance of any Documents, their preservation and disposal. The purpose of this policy is to have a binding framework for the preservation of documents of the company, as approved by the Board of Directors of the company, which shall classify them in at least two following categories as follows:

- Documents whose preservation shall be permanent in nature;
- Documents with preservation period of not less than eight (8) years after completion of the relevant transactions.

The classification of the documents has been made in the Annexure which forms part of this Policy. While prescribing different time periods for preservation of records, the following aspects have been taken into account:

- (a) Compliance with statutory and regulatory requirements.
- (b) Requirements of SEBI/RBI/MCA officials to have access to certain records.
- (c) Requirements of internal and external auditors to have access to certain records.

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.

Provided further that the Company may keep the documents as specified above in electronic mode.

4. Provision with regard to Preservation of Documents under various Laws:

The Company from time to time establishes retention or destruction of policies or documents or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that bear special consideration are identified below. While minimum retention periods are suggested, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention identified above, as well as any other pertinent factors.

(a) Tax Records: Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of deductions, business costs, accounting procedures, and other documents concerning the Company's revenues. Tax records may be retained for at least Eight years from the date of filing the applicable return.

(b) Employment Records/Personnel Record: Several Central & State statutes require the Company to keep certain recruitment, employment and personnel information. The Company should also keep personnel files that reflect performance reviews and any complaints brought against the Company or individual employees under applicable Central & State statutes. The Company should also keep all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel in the employee's personnel file. Employment and personnel records should be retained for six years or till the cessation of the employee.

(c) Board and Board Committee Materials: Meeting minutes should be retained in perpetuity in the Company's minute book. A clean copy of all Board and Board Committee materials should be kept as long as they remain current or for 8 financial years, whichever is later.

(d) Press Releases/Public Filings: The Company should retain permanent copies of all press releases and publicly filed documents under the theory that the Company should have its own copy to test the

accuracy of any document a member of the public can theoretically produce against that Company. Press releases / public filings related documents should generally be maintained for a period of eight years or till the completion of the case, whichever is later.

(e) Legal Files: Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of eight years or till the completion of the case, whichever is later.

(f) Marketing and Sales Documents: The Company should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally eight (8) years.

(g) Development/Intellectual Property and Trade Secrets: Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the Company and are protected as a trade secret where the Company:

- (i) Derives independent economic value from the secrecy of the information; and
- (ii) The Company has taken affirmative steps to keep the information confidential.

The Company should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(h) Contracts: Final, execution copies of all contracts entered into by the Company should be retained. The Company should retain copies of the final contracts for at least eight (8) years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(i) Electronic Mail: E-mail that needs to be saved should be either:

- (i) Printed in hard copy and kept in the appropriate file; or
- (ii) Downloaded to a computer file and kept electronically or on disk as a separate file.

Electronic documents will be retained as if they were paper documents. Therefore, the electronic files should be maintained for the appropriate amount of time depending upon the subject matter of the email and should be determined primarily by the application of the general guidelines affecting document retention. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder. Backup and recovery methods should be tested on a regular basis.

5. General:

Notwithstanding anything contained in this Policy, the Company shall ensure to comply with any additional requirements as may be prescribed under any laws/regulations either existing or arising out of any amendment to such laws/regulations or otherwise and applicable to the Company, from time to time.

6. Amendment:

The Board of Directors of the Company reserves the right to amend or modify this Policy in whole or in part, as may be required, at any point of time.

ANNEXURE – A
Records to be preserved permanently

Item 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 of records
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.

Item 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 -Auditors 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 notices in form MBP – 1 received from Directors and KMPs alongwith any amendment thereto
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