

Walchandnagar Industries Limited

Policy on Preservation of the Document

(Effective from December 01, 2015)

POLICY FOR PRESERVATION OF DOCUMENTS OF WALCHANDNAGAR INDUSTRIES LIMITED

The Board of Directors' of Walchandnagar Industries Limited ('the Company') has adopted policy on preservation of documents in compliance with the Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('the Listing Regulations').

I. PURPOSE OF THE POLICY

The purpose of this Policy is to ensure preservation of critical information in form of documents maintained physically and/or electronically by the company. The Policy is adopted with an intent to create a framework essential for efficient and effective management and maintenance of documents and set philosophy for the Company's approach to preserve them.

The Company recognises that efficient and effective management of information is requisite for successful conduct of business; in order to manage the information of the Company it is important to store and retrieve the information on a timely and accurate basis.

A sound preservation policy and document management is elementary to the Company's commitment in order to ensure efficient, transparent and accountable administration. Timely and accurate availability of the data and information enables the Company to take effective decisions.

The object of the Policy is to make certain that important information relating to the conduct of the business is adequately and effectively preserved and thereafter managed by adopting best practice.

Each employee of the company and support staff is responsible to ensure the preservation of critical documents of the Company and provide in a timely and effective manner whenever required.

II. APPLICABILITY OF THE POLICY

The Policy is applicable to each and every department of the Company. Further the policy ensures that each and every document of various departments whether in electronic form or in physical mode are preserved in manner specified.

III. DEFINITION

The Act means the Companies Act, 2013 / 1956.

Applicable Law means any law, rules, circulars, guidelines or standards issued/made by Securities and Exchange Board of India, Ministry of Corporate Affairs, The Institute of Company Secretaries, by the Parliament or any of the State Legislatures of India, any other statutory body which are applicable to the Company.

Board of Directors or Board in relation to the Company means the collective body of Directors of the Company.

Books of Account includes records maintained in respect of— (i) all sums of money received and expended by a 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 of the Act in the case of a company which belongs to any class of companies specified under that section.

Documents includes summons, notice, requisition, order, declaration, record, form and register, whether issued, sent or kept in pursuance of any law for the time being in force and applicable to the Company, maintained in physical or in electronic form.

Minutes means record of proceedings of meeting of Board of Directors, their committees thereof and general meeting of members of the Company required to be maintained under the Act.

IV. PRESERVATION OF DOCUMENTS

The Company records various information relating to the activities and business in electronic form and physical form. Information of Company can be preserved under the following categories:

- 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; and
- c) Documents with preservation period as may be prescribed under the Applicable Laws.

a) Documents whose preservation shall be permanent in nature

- i. Certificate of Incorporation of the Company;
- ii. Memorandum of Association and Articles of Association of the Company;
- iii. Minutes of Board, Committee and General meeting of Members of the Company;
- iv. Register of Members with the Index;
- v. The foreign register of members;
- vi. Other Statutory Registers of the Company required to be maintained under the Act;
- vii. Counter folios of Share Certificates issued from time to time;
- viii. Approvals issued by any statutory or regulatory authority;

b) Documents with preservation period of not less than eight years after completion of the relevant transactions

- i. Proxy Forms received from members of the Company;
- ii. Circular Resolutions;
- iii. Annual Reports;
- iv. Consent and Resignation Letters;
- v. Books of account required to be maintained under the Act;
- vi. The register of debenture holders or any other security holders along with the index;
- vii. Copies of all annual returns prepared under section 92 of the Act and copies of all certificates and documents required to be annexed thereto;
- viii. Foreign register of debenture holders or any other security holders;
- ix. Declaration given by the Directors under Section 164 and Section 184 of the Act;
- x. Notices of the Board Meeting, Committee Meeting and shareholders meeting, Postal Ballot Notices.

- xi. Correspondences of investors, Registrar and Share Transfer Agencies or any other stakeholder or regulatory authority;
- xii. Disclosure under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- xiii. Advertisements published;
- xiv. Files pertaining to NSDL and CDSL; and
- xv. Disclosure made with Stock exchange under the Listing Regulations.
- xvi. Files related to legal matters of the Company;
- xvii. Agreements and Contracts with employees or any other stakeholders of the Company.

c) Documents prescribed to be maintained as per the requirement of Applicable Laws

The Company shall maintain other documents, records and information of the Company which do not fall under the above two categories, in accordance with the respective provisions of the Applicable Laws.

V. METHOD OF PRESERVATION OF DOCUMENTS

Responsibility of maintaining the crucial and important documents lies with each and every employee of the Company and maintenance of the information in the form of physical and/or electronic document would be in such way that it shall be accurate and without any damage done over the years.

Physical Preservation

Information in the physical form shall be preserved in files, binding of papers, registers and books.

Electronic Preservation

Information in electronic form shall be preserved in forms such as e mails, web pages or data base records, plus scanned versions of papers that have been digitised in business processes.

All digital and physical records to be saved at the registered office / Pune Office / Factory Sites and no physical records can be migrated without permission of the respective departmental head.

A reproduction of any original record on microfilm or any other medium shall be certified by the respective Head of Department of the Company to be a true and accurate reproduction of the original of such document.

VI. SECURITY OF DOCUMENTS MAINTAINED IN ELECTRONIC FORM

The Managing Director & C.E.O., Company Secretary and IT Head or any other director or officer of the Company as the Board may decide shall be responsible for maintenance and security of electronic records.

The person who is responsible for the maintenance and security of electronic records shall:

- a) Provide adequate protection against unauthorized access, alteration or tampering of records;
- b) Ensure against loss of the records as a result of damage to, or failure of the media on which the records are maintained;

- c) Ensure that the signatory of electronic records does not repudiate the signed record as not genuine;
- d) Ensure that computer systems, software and hardware are adequately secured and validated to ensure their accuracy, reliability and consistent intended performance;
- e) Ensure that the computer systems can discern invalid and altered records;
- f) Ensure that records are accurate, accessible and capable of being reproduced for reference later;
- g) Ensure that the records are at all times capable of retrieved to a readable and printable form;
- h) Ensure that records are kept in a non-rewriteable and non-erasable format like pdf version or some other version which cannot be altered or tampered;
- i) Ensure that at least one backup, taken at a periodicity of not exceeding seven days, are kept of the updated records kept in electronic form, every backup is authenticated and dated and such backups shall be securely kept at such places as may be decided by the Board;
- j) Limit the access to the records to the Managing Director & C.E.O., Company Secretary or any other director or officer or persons performing work of the Company as may be authorized by the Board in this behalf;
- k) Ensure that any reproduction of non – electronic original records in electronic form is complete, authentic, true and legible when retrieved;
- l) Arrange and index the records in a way that permits easy location, access and retrieval of any particular record; and
- m) Take necessary steps to ensure security, integrity and confidentiality of records.

VII. SECURITY OF RECORDS MAINTAINED IN PHYSICAL FORM

Company shall ensure that all documents, records maintained in physical form be kept in a secured place and in normal wear and tear condition. The Managing Director & C.E.O., Company Secretary or any other director or officer of the Company as the Board may decide shall be responsible for maintenance and security of such records.

VIII. DESTRUCTION OF DOCUMENTS

The Company shall maintain a register which shall mention brief particulars of the documents which have been destructed by the concerned person or department after approval of the respective department head and with approval of the Board of Directors in exceptional cases. Access and inspection of this register is restricted.