

Policy on Preservation of Documents

1.0 PREAMBLE

This policy is framed as per the requirements of Regulation 9 and 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and intended to preserve the documents or information by the Company.

2.0 OBJECTIVE AND APPLICABILITY

The Objective of this Policy is to have a mechanism and procedure for preservation of Documents, approved by Board of Directors classifying them in 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:

The Company may keep documents specified in clauses (a) and (b) in Electronic Mode.

This policy shall be applicable on the Company and its subsidiaries (subject to applicable laws)

3.0 DEFINITIONS

For the purposes of this policy, the following definitions apply:

“**Act**” means Companies Act, 2013.

“**Regulations**” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

“**Board**” means the Board of Directors of the Company.

“**Company**” means Educomp Solutions Limited.

“**Managing Director**” as defined under Section 2(54) of Companies Act, 2013 means a Director who, by virtue of the articles of a company or an agreement with the company or a resolution passed in its General Meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the Company and includes a Director occupying the position of Managing Director.

“**Company Secretary**” as defined under Section 2(24) of Companies Act, 2013 means a Company Secretary as defined in clause (c) of sub-section (1) of Section 2 of the Company Secretaries Act, 1980 who is appointed by a Company to perform the functions of a Company Secretary;

"Compliance Officer" means Company Secretary, under these Regulations.

"Registered Office" means the 'Registered Office' of the Company

"Corporate Office" means the Corporate Office of the Company situated at 514, Udyog Vihar, Phase III, Gurgaon- 122 016.

"Registrar and Share Transfer Agent" means Link Intime India Private Limited

"Document" means any documentary material approved by Board of Directors in either paper or electronic form, generated or received by the Company including but not limited to electronic document, CD-ROM, hard disk, email, microfilm, x-ray film, video tape, floppy disk, USB memory etc.

"Register" means register of various documents maintained by the Company on paper or in electronic form of various documents.

4.0 PERMANENT PRESERVATION OF DOCUMENTS

Pursuant to the requirements of the Act and rules made thereunder, the documents as detailed below shall be preserved permanently by the Company at prescribed place in the custody of the Company Secretary of the Company or any other person authorised by the Board for the respective purpose hereunder:

- i. Register of charges under section 85 of the Act and Rule 10 of the Companies (Registration of Charges) Rules, 2014 maintained in the form of CHG-7 at the Registered Office of the Company.
- ii. Register of loans, guarantee, security and acquisition made by the Company under section 186(9) of the Act and Rule 12(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 to be maintained in the form of MBP-2 at the Registered Office of the Company.
- iii. Register of investments not held in its own name by the Company under section 187(3) of the Act and rule 14(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 to be maintained in the form of MBP-3 at Registered Office of the company.
- iv. Register of contracts and arrangements with related party and Bodies etc. in which directors are interested under section 189(1) of the Act and Rule 16(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 to be maintained in the form of MBP-4 at Registered Office of the Company.
- v. Register of Security Buy Back under Section 68 (9) of Companies Act, 2013 read with Rule 17(12) of Companies (Share Capital and Debentures) Rules, 2014 maintained in the form SH-10 at the Registered Office of the Company.

- vi. Register of Loans, Investments, Guarantee or Security under Section 186 of the Act read with Rule 12 of Companies (Meetings of Board and its powers) Rules, 2014 maintained in the form MBP-2 at the Registered Office of the Company.
- vii. Minutes of General Meetings under Rule 25 of the Companies (Management and Administration) Rules at Registered Office of the company or at any other place in India as Board may decide.
- viii. Register of Directors and Key Managerial Personnel including the details of securities held by each of them in the company under Section 170 and Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014 at registered office of the Company.
- ix. Register of Members including an index of the names under Section 88 of the Act and Rule 3 and 5, 15 of the Companies (Management and Administration) Rules, 2014 to be maintained in the form of MGT-1 at Registrar and Share Transfer Agent of the Company.
- x. Register of Renewed and Duplicate Share Certificates under Rule 6(3) of the Companies (Share Capital and Debentures) Rules, 2014 at Registrar and Share Transfer Agent of the Company.
- xi. Register of Transfer and Transmission under Section 56 of Companies Act, 2013 maintained at Registrar and Share Transfer Agent of the Company.
- xii. Minutes of Board Meetings, Committee Meetings and General Meetings and Resolution passed by Postal Ballot under Rule 25 of the Companies (Management and Administration) Rules at Registered Office of the company.
- xiii. Other Statutory Registers and Documents maintained by the Company under various laws applicable to the Company.
- xiv. Any other document as may be prescribed by the Board from time to time.

5.0 PRESERVATION OF DOCUMENTS FOR NOT LESS THAN EIGHT YEARS

The documents mentioned below shall be preserved for not less than eight years by the Company at such place in the custody of such person as prescribed hereunder:

- i. Books of Account including relevant books and papers and financial statements for a period of not less than eight financial years of immediately preceding Financial Year under section 128(5) of the Act at Corporate Office of the company.
- ii. Disclosures/ Notices by a director of his interest for a period of eight years from the end of the financial year to which it relates under the Rule 9 of Companies (Meetings of Board and its Powers) Rules, 2014 in the Form of MBP-1 at Registered Office of the Company.

- iii. Register of Deposits for a period of not less than eight years from the financial year in which the latest entry is made in the register under section 73 of the Act and Rule 14 of Companies (Acceptance of Deposits) Rules, 2014 at the Registered Office of the Company.
- iv. The instrument creating a charge or modification preserved for a period of eight years from the date of satisfaction of charge by the Company under Section 85 of the Act and the Companies (Registration of Charges) Rules, 2014 at the Registered Office of the Company.
- v. Annual Return and copies of all certificates and documents required to be annexed thereto for a period of eight years from the date of filing with the Registrar under Section 92 and 94 of the Act and Rule 15 of Companies (Management and Administration) Rules, 2014 at Registered Office of the company.
- vi. Register of Debenture holders, beneficial owners including an index of the names under Section 88 of the Act and Rule 4, 5 and 15 of the Companies (Management and Administration) Rules, 2014 to be maintained in the form of MGT-2 at Registrar and Share Transfer Agent of the Company.
- vii. Any other document as may be prescribed by the Board from time to time.

6.0 DISPOSAL AND DESTRUCTION OF RECORDS

After the expiry of the statutory retention/preservation period or the period prescribed in this Policy, as may be applicable, the preserved records/documents shall be destroyed. This applies to both physical and electronic records. Physical records disposed of pursuant to the retention/preservation period specified in the Policy shall be disposed of using a shredder. The records/documents may be destroyed as follows:

- Shred or otherwise render unreadable physical records/documents
- Delete or destroy electronically stored data

7.0 AMENDMENT TO THE POLICY

The Board of Directors shall review this Policy as and when it deems necessary and advice changes if any required from time to time in line with the latest law. Any change to this Policy requires approval of the Board of Directors.

8.0 IMPLEMENTATION

This Policy shall be effective from December 01, 2015.

9.0 DISCLOSURE

Company Secretary and Compliance Officer of the company or any other person authorized by the Board shall be responsible for keeping the safe and proper custody of above said documents and registers at their respective place as prescribed hereinabove.
