

SREI EQUIPMENT FINANCE LIMITED

POLICY FOR PRESERVATION OF DOCUMENTS

[Pursuant to Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. Background

SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations").

Regulation 9 of the Listing Regulations requires every listed entity to have a Policy for preservation of documents, approved by its Board of Directors.

"In exercise of the powers conferred on the Reserve Bank of India (RBI) under Section 45-IE (1) of the RBI Act, 1934, the Reserve Bank of India (RBI) has issued an Order / Press Release w.r.t. the Supersession of the Board of Directors of Srei Equipment Finance Limited with immediate effect. Shri Rajneesh Sharma has been appointed as the Administrator under Section 45-IE(2) of the RBI Act, 1934. Further, pursuant to the Order dated 8th October, 2021 of the National Company Law Tribunal, Kolkata Bench ("NCLT"), corporate insolvency resolution process ("CIRP") has been initiated against Srei Equipment Finance Limited as per the provisions of the Insolvency and Bankruptcy Code, 2016 ("Code"). The affairs, business and property of Srei Equipment Finance Limited are being managed by the Administrator, Mr. Rajneesh Sharma, who acts as agent of the Company only and without any personal liability.

Therefore, any reference to the words "Board/ Committee" in the Policy/Code shall be referred to as "Administrator/Core Strategic Committee/Any other Committee" till the Policy/Code is modified/revised or till the completion of CIRP.

2. Effective date

The policy shall be applicable from March 1, 2018 or the date of filing of the DRHP with SEBI, whichever is earlier.

3. Definitions and interpretations

- 3.1 'Act' shall mean the Companies Act, 2013 as amended from time to time and shall include Rules, Regulations and Secretarial Standards made thereunder or pursuant thereto.
- 3.2 'Board' shall mean Board of Directors of the Company or any Committee thereof.
- 3.3 'Company' shall mean 'Srei Equipment Finance Limited.'
- 3.4 'Company Secretary' shall mean the person appointed as the Company Secretary of the

Company in terms of the Act.

- 3.5 'Documents' shall include Minutes, Returns, Registers, Books, Forms etc. required to be filed and maintained under the Act or under SEBI laws.
- 3.6 'Registered Office' shall mean the Registered Office of the Company, within the meaning of Section 12 of the Act.
- 3.7 'SEBI Laws' shall include SEBI Act, 1992, Securities and Contract (Regulation) Act, 1956, Depository Act, 1996, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, SEBI (Depositories and Participants) Regulations 1996, SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and all other rules and regulations made by SEBI from time to time.

All words and expressions used but not defined in this Policy, but defined in the Act or the Listing Regulations shall have the same meaning as respectively assigned to them in such Act or Regulations, as the case may be.

4. Objective

The Objective of this Policy is to integrate, harmonise and standardise the procedure and manner for preservation and destruction of documents which are required to be prepared or maintained under the SEBI laws and the Act.

This Policy contains guidelines to identify documents that are required to be maintained and the period for which those documents should be retained.

5. Procedure

All documents shall be maintained in good order and as far as feasible under lock and key. Documents may also be maintained in electronic form, subject to the provisions of the SEBI laws and the Act.

6. Custody

- 6.1 Following documents/ registers/ books shall be kept in the custody of the Company Secretary. The Board may, however, also authorise any other person/ Director/ entity for this purpose in accordance with Applicable laws :
- i) Minutes Books;
 - ii) Register of Members along with the index;
 - iii) Foreign Register of Members;
 - iv) Register of Debenture Holders or any other security holders along with the index;
 - v) Foreign Register of Debenture Holders or any other security holders;
 - vi) Notices received in Form MBP 1;
 - vii) Register of loan, guarantee, security and acquisition (MBP2);
 - viii) Register of investments in shares or other securities beneficially held by the Company but which are not held in its own name (MBP-3);
 - ix) Register of contracts or arrangements in which Directors are interested (MBP4);

- x) Register of Renewed and Duplicate Share Certificates (SH2).
 - xi) Register of Charges (CHG-7);
 - xii) Register of Directors Attendance in Board Meeting and Committee meetings;
 - xiii) Register of Directors and KMP (Section 170).
 - xiv) All books and documents relating to the issue of share certificates in case of disputed cases;
 - xv) Register of Transfer;
 - xvi) Such other registers/records as are required to be maintained under the Act.
- 6.2 Postal ballots and all other papers relating to postal ballot including voting by electronic means, upon receipt from the scrutinizer shall be kept in the custody of the Company Secretary or such other person as may be authorised in this behalf by the Board.
- 6.3 The Company Secretary shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates, including the blank forms of share certificates.
- 6.4 All documents, papers, returns and correspondences required to be maintained under the Act and SEBI laws shall be kept in the custody of the Company Secretary or any other person/ Director/ entity authorised by the Board for this purpose.
- 6.5 The Registrar and Share Transfer Agent of the Company shall ensure that the correct procedures are followed for maintenance of the Documents required to be maintained by them and provide an annual undertaking to the Company in this regard.
- 6.6 Each Department of the Company will list out the documents that are either required to be preserved permanently or for minimum period of 8 (eight) years or as required under the law as applicable in India. Further, such list shall be periodically reviewed/ modified as and when required. The documents shall also be made readily available for any inspection or audit which may happen by the respective department. In case required, the department may seek IT assistance to preserve the documents.

7. Period and Place of Preservation

- 7.1 The following Registers/documents shall be kept permanently:
- i) Minutes of all Meetings. In case of merger or amalgamation, Minutes of all Meetings of the transferor company, as handed over to the Company;
 - ii) Register of Members (MGT-1) along with the index;
 - iii) Foreign Register of Members, if any, unless it is discontinued and all the entries are transferred to any other foreign register or to the principal register;
 - iv) Register of Loan, Guarantee, Security and Acquisition (MBP-2);
 - v) Register of investments in shares or other securities beneficially held by the Company but which are not held in its own name (MBP-3);
 - vi) Register of Contracts or Arrangements in which Directors are interested (MBP-4);
 - vii) Register of Renewed and Duplicate Share Certificates (SH-2);
 - viii) All books and documents relating to the issue of share certificates in case of disputed cases;

- ix) Register of Charges (CHG-7);
- x) Register of Directors Attendance in Board Meeting and Committee meetings;
- xi) Register of Directors and KMP (Section 170);
- xii) Register of Transfer;
- xiii) Statutory Audit Reports and Annual Financial Statements.

The Minute Books of general meetings and registers mentioned in Serial No. (i), (iv), (v), (vi), (vii), (ix), (xi) & (xiii) shall be kept at the Registered Office. The Minutes Books of the Board including Committee meetings and registers mentioned in Serial No. (ii), (iii), (viii), (x), (xi) & (xii) shall be kept at the Registered Office or such other place as the Board shall decide in compliance with the Act and the Articles of Association of the Company.

7.2 The following Registers/documents shall be kept for a minimum period of 8 (eight) years:

- i) Office copies of Notices, Agenda, Notes on Agenda, scrutiniser's register, scrutiniser's report and other related papers;
- ii) In case of merger or amalgamation, office copies of Notices, Agenda, Notes on Agenda, scrutiniser's register, scrutiniser's report and other related papers of the transferor company, as handed over to the Company;
- iii) Register of debenture holders or any other security holders (MGT-2) along with the index -from the date of redemption of debentures or securities;
- iv) Foreign register of debenture holders or any other security holders, if any -from the date of redemption of such debentures or securities;
- v) Copies of all annual returns and copies of all certificates and documents required to be annexed thereto -from the date of filing with the Registrar (Section 92 of the Act);
- vi) Books of account together with the vouchers relevant to any entry in such books of account- from the end of the financial years to which it relates;
- vii) Notices received in Form MBP-1- from the end of the financial year to which it relates;
- viii) Register of Proxies.

The documents mentioned in Serial No. (i) to (v) and (viii) shall be kept at the Registered Office or such other place as the Board shall decide in compliance with the Act and the Articles of Association of the Company. The documents mentioned in Serial No.(vii) & (viii) shall be kept at the Registered Office of the Company.

Documents under Clause 7.2 (i) & (ii) shall be preserved in good order for as long as they remain current or for 8 financial years, whichever is later.

Registers/Records required to be maintained under the Act, but not expressly mentioned here, shall be maintained for a minimum period of 8 (eight) years.

The documents can be also be kept/preserved/ in electronic form if the relevant law permits for the same.

7.3 Documents relating to incorporation

The Company shall maintain and preserve at its Registered Office, copies of all

documents and information as originally filed under the previous Companies Act, 1956, as far as possible, till its dissolution under the Act.

7.4 Postal ballot and all other related papers

The postal ballot and all other papers relating to postal ballot including voting by electronic means shall be preserved for such period as prescribed under the Act.

7.5 Maintenance of share certificate forms and related books and documents

All books and documents relating to the issue of share certificates, including the blank forms of share certificates shall be preserved in good order for not less than 8 (eight) years. All certificates surrendered to the Company shall immediately be defaced and be kept for a minimum period of 3 (three) years from the date on which they are surrendered. However, this will not apply to cancellation of certificates of securities under Section 6(2) of the Depositories Act, 1996.

7.6 Paid Dividend Warrants

The paid dividend warrants, where returned to the Company by the Bank through whom dividend was paid, shall be kept for a period of 8 (eight) years after payment of the same by the Bank or for such other period as may be agreed to between the Company and the Bank.

7.7 Documents and returns under the various SEBI laws

The Documents, papers, returns and correspondences required to be submitted maintained under the various SEBI laws shall be preserved for such period as mentioned in respective SEBI laws or if no period is prescribed, for a minimum period of 8 (eight) years.

The documents mentioned in clause 7.3 to 7.7 shall be kept at the Registered Office or such other place as the Board may decide in compliance with the Act, SEBI laws and the Articles of Association of the Company.

7.8 Archival Policy

Any disclosure of events or information which have been submitted by the Company to the Stock Exchanges under Regulation 30 of the Listing Regulations will be available on the website of the Company for a period of 5 (five) years from the date of its disclosure and shall thereafter be archived from the website of the Company for a further period of 2 (two) years.

8. Disposal of Registers/Documents

The registers / documents mentioned in Clause 6.6, 7.2 to 7.7 may be destroyed in accordance with the provisions contained in the Act and the SEBI laws or any other law as prevailing in India.

The Board shall periodically review the list of documents that may be destroyed. Further,

each Department shall lay down a procedure towards destruction/ disposal of various documents as maintained by them in accordance with the applicable laws.

The Company shall maintain a Register of Records and Documents Destroyed containing the particulars of documents destroyed, the year to which it pertains, mode of destruction, etc.

The concerned employee shall be responsible for taking into account the potential impact on preservation/destruction of the documents in their work area and their decision to retain/preserve/destroy documents pertaining to their area of work.

9. Exclusion

Documents/ records in respect of which any investigation/ enquiry is pending or in respect of which any legal proceeding is pending or which is part of any legal dispute are not covered under this Policy.

10. Review

This Policy has been approved by the Board of Directors of the Company. The Board, however, may review this Policy as and when it deems appropriate. This Policy is being formulated keeping in mind the applicable laws, rules, regulations and standards in India. If there is an amendment in such laws, rules, regulations and standards, allowing or relaxing what was previously not allowed under any laws, rule, regulation and standards, then this Policy shall be deemed to have been amended to the extent of such amendment. Also, if due to subsequent amendment in the laws, this Policy or any part hereof becomes inconsistent with the law, the provisions of law shall prevail and this Policy shall be deemed to be amended to that extent.

Place: Kolkata

By order of the Administrator

Date: 04.08.2022

**sd/-
Company Secretary**

This Policy has been reviewed by the Corporate Governance and Audit Committee at its meeting held on 04.08.2022 and recommended by Core Strategic Committee at its meeting held on 04.08.2022 to the Administrator and will become effective on and after 04.08.2022 as approved by the Administrator on 04.08.2022.

This Policy was last reviewed and modified on 13.02.2022.