POLICY FOR PRESERVATION OF DOCUMENTS UNDER REGULATION 9 OF SEBI (LODR) REGULATIONS, 2015

1. Background:

Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires every listed Company to formulate a policy for preservation of documents/ records maintained by the company either in physical mode or electronic mode. The board of directors of the Company at its meeting held on 30th October, 2023 approved this policy for preservation of documents. The policy shall be effective from 1st November, 2023.

2. Objective:

Various laws require an entity to maintain certain documents either permanently or for a specified period of time. The objective of the policy is to provide a framework for the purpose of preservation of documents and their destruction after the statutory period of preservation is over and documents are no longer required. In terms of Regulation 9 of the Listing Regulations, for the purpose of preservation, the documents under the policy are to be classified as:

1. Documents to be preserved permanently.
2. Documents to be preserved for a period of not less than 8 years.

3. Definations:

i. **"Board"** means the Board of Directors of the Company
ii. **"Company"** means Bansal Roofing Products Limited unless the context otherwise provides.
iii. **"Compliance Officer"** means compliance officer appointed in terms of regulation 6 of the Listing Regulations.
iv. **"Document"** includes a memorandum, summons, order of a judicial regulatory or administrative authority, an email, a contract, registers maintained by the company under the provisions of a statute, books of account, a payment voucher, minutes of the meeting of the members or board of directors or any committee of board of directors or management, returns or reports filed with statutory authorities or the regulators, tax records, press release, etc.
v. **"Listing Regulations"** means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
vi. "**Maintenance**" means keeping documents, either physically or in electronic form.
vii. "**Preservation**" means to keep in good order and to prevent from being altered, damaged or destroyed.
viii. "**Electronic Form**" means any contemporaneous electronic device such as computer. Laptop, compact disc, space on electronic cloud, or any other form of storage and retrieval device, considered feasible, whether the same is in the possession or control of the company or otherwise the company has control over access to it.
ix. **"Year"** means a period of 12 months beginning on 1st April and ending on 31st March of the subsequent calendar year.

Other terms used in the policy but not specifically defined here shall have the same meaning assigned to them in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992 or the Securities Contracts (Regulation) Act, 1956 or the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations and thereunder, as the case may be or in any amendment thereto.

4. Preservation of Documents

The company shall preserve all its documents, whether maintained and preserved in physical or electronic mode, as per the requirements and provisions of the Companies Act, 2013, the Secretarial Standards, Securities and Exchange Board of India Act, 1992, Depositories Act, 1996, Listing Regulations, various tax related and employment related laws and other laws, rules or regulations as may be applicable to the company. For the purpose of preservation, documents are classified under three categories.

i. Documents which are required to be preserved permanently **(Schedule A)**.
ii. Documents which are required to be preserved for not less than 8 years after completion of the relevant transaction **(Schedule B)**.
iii. Documents with preservation period other than those mentioned in schedule A and schedule B shall be preserved for a stipulated period of time as per existing rules/ procedures/ practices of the company or as per the applicable statutory/ regulatory provisions in this regard. **(Schedule C)**.

If a law suit or any other proceeding involving the Company is pending or reasonable foreseeable, the documents relevant to such litigation or proceeding shall be retained and preserved as per the directions of the Court, Tribunal or Adjudicating Authorities. All retention periods under the policy shall be suspended with respect to such documents.

Where under a scheme of arrangement another company merges or amalgamates with the Company, minutes of all the meetings of the transferor company and its incorporation documents, i.e. certificate of incorporation, certificate of commencement of business, memorandum and articles of association etc. as handed over to the company shall be preserved permanently. Office copies of notices, agendas and notes on agenda, scrutinizers report and other related papers of the transferor company shall be preserved for as long as they remain current or for eight financial years whichever is later.

5. Mode of Maintenance:

The Company shall maintain these records either in physical or electronic mode. The applicable provisions of law, rules and regulations with regard to electronic maintenance of records shall be adhered to by the Company.

All the records shall be maintained as per the prescribed formats, if any, as amended from time to time under applicable law.

For all physical as well as electronic Documents, the heads of the respective business divisions/ departments of the Company shall be responsible for preservation of such Records, Documents. The preservation of the records 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 records. The preserved records must be accessible at all reasonable times. Access may be controlled by the heads of the respective business divisions/ departments with preservation, so as to ensure integrity of the records and prohibit unauthorised access.

6. Destruction of Documents

After the expiry of statutory retention period, the preserved documents, if no longer required, may be destroyed. Documents which are duplicate, unimportant or irrelevant and are not required to be preserved under any provision of law may be destroyed as a normal routine administrative action. The documents can be destroyed as under:

i. recycle non confidential paper records
ii. shred or otherwise render unavailable confidential paper records or
iii. delete or destroy electronically stored data.

Before destruction the approval of the head of the department and the compliance officer shall be obtained. The company shall maintain a register under the custody of the compliance officer, for recording documents destroyed. The register shall be named as 'Register of documents destroyed' and shall be preserved permanently. The register shall be placed before the board of directors on a half yearly basis for perusal and noting by the directors. The register shall contain the following details:

i. Serial Number
ii. Brief particulars of the document destroyed
iii. Department responsible for creation and maintenance of documents
iv. Date of approval of the head of the department
v. Date of approval of the compliance officer
vi. Date of destruction
vii. Mode of destruction
viii. Remarks, if any
ix. Signature of the compliance officer.

7. Monitoring, Review and Amendment:

Compliance officer shall ensure proper implementation of the policy and shall lay down monitoring mechanism for its compliance. The head of respective departments shall ensure preservation of documents in accordance with the applicable laws, rules, regulations etc. They shall confirm compliance of the policy to the compliance officer on annual basis and in turn the compliance officer shall confirm the compliance of the policy to the board.

The policy shall be reviewed annually jointly by the managing director and the compliance officer. The policy shall also be reviewed as and when required to ensure that it meets the objectives of the statutory provisions and remain effective. Any amendments to the policy which are deemed necessary on its review shall be placed before the board for its approval. However, in case of conflict between the provisions of the policy and statutory provisions, the latter shall prevail over the former. Any subsequent modification or amendment to the statutory provisions shall automatically apply to the policy.

Schedule A

List of documents to be preserved permanently

S.No	Particulars of Documents	Department responsible
1	Certificate of Incorporation and commencement of business	Secretarial
2	Documents of registration under applicable laws such as but not limited to permanent account number, tax deduction number, licenses, trademarks, copyrights	Secretarial
3	Memorandum and Articles of Association	Secretarial
4	Minute books of general, board and committee meetings	Secretarial
5	Following registers maintained by the company i. Register of members and other security holders. ii. Foreign register of members. iii. Register of transfer, transmission of securities iv. Register of renewed and duplicate share certificates v. Register of Director and Key Managerial Personnel vi. Register of Director shareholding vii. Register of contract in which directors are interested viii. Register of charges ix. Register of loans, guarantee and securities x. Register of investments made by the company xi. Register of investments not held in its name by the company xii. Register of documents executed under common seal xiii. Attendance register of the meetings of the board and its committees	Secretarial
6	Policies, charter and code of the Company	Secretarial
7	Application for issue and listing of securities	Secretarial
8	Title documents	Finance
9	License, documents, approvals etc. received from any government or regulatory authority	Finance
10	Annual Financial Statements, Statutory Auditor's Report, Annual Report	Legal
11	Orders, Judgments of court or any adjudicating authority	Legal

Schedule B

List of documents to be preserved for not less than 8 years after completion of the relevant transaction

S.No	Particulars of Documents	Department responsible
1	Notices, agenda and notes on agenda of board and committee meetings. Attendance register of board & committee meetings.	Secretarial
2	Copies of notices, scrutinizer report and other documents related to shareholders meetings	Secretarial
3	Instruments evidencing creation of charges or modification	Secretarial
4	Documents/information (save and except those under category A) submitted to Registrar of Companies / Ministry of Corporate Affairs in compliance with the Companies Act, 2013 & Rules hereunder (like copies of Annual Return u/s 92 and related documents, all notices in Form MBP 1 for disclosure of concern/ interest received u/s 184 of the Companies Act 2013)	Secretarial
5	Books of Accounts	Secretarial
6	Disclosure to be made to the stock exchange under regulation 30 of the listing regulations	Secretarial
7	Any other document, certificates, statutory registers which may be required to be maintained and preserved for not less than eight years after completion of the relevant transactions under the Companies Act, 2013 and/or SEBI Listing Regulations.	Secretarial

Schedule C

List of documents with preservation period other than those mentioned in Schedule A and Schedule B

In addition to the documents mentioned in Schedule 'A' and 'B' above, other documents, certificates, forms, statutory registers, records, etc. which are required to be mandatorily maintained and preserved shall be preserved for a stipulated period of time as per the circulars issued in this respect from time to time or as per the applicable statutory/ regulatory provisions in this regard.