



## **SMS PHARMACEUTICALS LIMITED**

### **POLICY FOR PRESERVATION OF DOCUMENTS**

Originally adopted by the Board of Directors on 11<sup>th</sup> February, 2016

Amended by the Board of Directors on 08<sup>th</sup> February, 2024

#### **I) INTRODUCTION**

The law requires every listed Company to maintain certain types of corporate records, usually for a specified period of time. Failure to retain those records for those minimum periods could subject the Company to penalties and fines, cause the loss of rights, obstruct justice, spoil potential evidence in a lawsuit, place the Company in contempt of court, or seriously disadvantage the Company in litigation.

Regulation 9 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The listing regulations) requires the Board of Directors of listed companies to frame a policy for providing framework for adequate protection and preservation of the documents of the Company as per the applicable statutory requirements.

The purpose of Policy on preservation of Records/documents (“the Policy”) is to ensure that necessary records and documents of the Company are adequately protected and maintained and to ensure that records that are no longer needed by the company or are of no value are discarded at regular interval.

Accordingly, the Board of Directors of the Company has adopted this Policy for Preservation of Documents and to establish the framework needed for effective preservation / maintenance of documents and other records of the Company that are required to be maintained under the said Listing Regulations.

The Board of Directors may amend this Policy from time to time as they may deem fit and/or to incorporate any subsequent amendment(s)/modification(s) in the Listing Regulations with respect to matters covered under this Policy or otherwise.

## II) DEFINITIONS

Definitions of some of the key terms used in this mechanism are given below:

- a. **“SEBI”** means Securities & Exchange Board of India.
- b. **“Policy”** means this Policy and as may be amended from time to time.
- c. **“Company”** means SMS Pharmaceuticals Limited.
- d. **“Board of Directors”** or **“Board”** means the Board of Directors of SMS Pharmaceuticals Limited, as constituted from time to time.
- e. **“Regulations”** mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or reenactment thereof.

The words, terms and expressions used in this Policy shall have the same meaning as given in Regulation 2 of Chapter I of Regulations.

## III) PRESERVATION OF DOCUMENTS:

Regulation 9 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides that the listed entity shall have a policy for preservation of documents, approved by its Board of Directors, classifying them in at least two categories as follows —

- 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.

Accordingly, the company has classified the preservation of documents to be done in the following manner:

- a. documents that needs to be preserved and retained permanently;

- b. documents that needs to be preserved and retained for a period of 8 years as specified under the Companies Act, 2013 or SEBI (LODR) Regulations;
- c. documents that need to be preserved and retained for such period as prescribed under any statute or regulation as applicable to the Company.
- d. where there is no such requirement as per applicable law, then for such period as the document pertains to a matter which is “Current”.

An indicative list of the Documents and the time-frame of their preservation is provided in **Annexure-A**.

It shall be the responsibility of the concerned head of department to keep the annexed Documents Preservation Schedule updated from time to time to ensure that it is in compliance with the various Acts/Rules/Regulations applicable to their respective Departments.

In case of any inconsistency in the annexed Documents Preservation Schedule and the provisions of various Acts/Rules/Regulations applicable to the Company, such provisions shall prevail.

The documents mentioned above can be maintained by the Company in physical or electronic or digital mode, if permitted under the applicable Acts/Rules/Regulations.

The concerned head of department shall keep in his custody the documents which are of important and/or confidential nature and list of the same shall be maintained in a Register to be kept in his/her custody and he/she shall be responsible for the preservation of the same. The said documents along with the Register shall be handed over by him/her to the successor in the event of such head of department leaving the Company/Department.

#### **IV) DESTRUCTION OF DOCUMENTS:**

The documents of the Company which are no longer required as per the time schedule prescribed in the **Annexure A** may be destroyed. The concerned officer may direct employees in charge from time to time to destroy the documents which are no longer required as per the documents Preservation Schedule given under **Annexure A**. The details of the documents destroyed by the Company shall be recorded in the Register for Disposal of Records to be kept by Employees who are disposing of the documents in the format prescribed at **Annexure B**. The entries in the register shall be authenticated by the Authorised Person.

In case any specific procedure is prescribed under applicable Act/Rule/Regulation for destruction of the documents, the same shall be followed by the Company.

Where the Company has been served with any Notice requisitioning documents from any of the Statutory Authorities or any Litigation is commenced by or against the Company, in such cases the destruction of the related documents shall be suspended till such time the matter is settled or resolved or disposed off finally.

#### **V) ARCHIVAL OF DOCUMENTS:**

Documents mentioned in the annexed Documents Preservation Schedule which are not required regularly can be archived by the concerned department in the following manner:

- A. Documents to be archived should be kept in the storage locations earmarked by the Company for the purpose in secured place or cupboard having access only by the authorised personnel. If consider appropriate, services of external archival agencies may be utilized.
- B. Documents should be boxed and the box should be labelled with the reference number and list of the files/documents. List of documents contained in the box should be kept inside the Box and shall also be kept by the concerned department.
- C. Documents should be stored in a way that preserves their integrity and readability and restricts access to authorized personnel only.
- D. The medium used to store documents shall be such that those documents remain complete and legible throughout the required period of retention and can be made available to the Auditors or Regulatory Authorities upon request.



- E. The concerned department head should maintain a record of documents archived, box reference number and storage location.

**VI) AMENDMENTS:**

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.

**VII) SCOPE AND LIMITATIONS:**

In the event of any conflict between the provisions of this policy and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015/Companies Act 2013 or any other statutory enactments, rules, the provisions of such Regulations /Act or statutory enactments, rules shall prevail over this policy.

**Annexure - A**

**INDICATIVE LIST**

**DOCUMENTS WHOSE PRESERVATION SHALL BE PERMANENT IN NATURE**

- Common seal, certificate of incorporation and certificate of change of name, if any
- Memorandum of Association and Articles of Association as amended from time to time
- Documents and information filed with ROC for Incorporation of the Company
- Agreements made by the Company with the Stock Exchanges and Depositories, etc.
- Minutes Books of General Meetings, Board and Committee Meetings
- Licenses, Certificate and permissions obtained from any statutory authority
- Order from Courts and any other regulatory authorities, intellectual property documents
- Statutory registers required to be maintained under various applicable laws
- Statutory forms except for routine compliance
- Files relating to premises for instance Title Deeds / Lease Deeds of owned premises / land and building, etc.
- Policies of the Company framed under the Companies Act, 2013 and various regulations from time to time
- Any other documents as may be required to be maintained in terms of applicable law(s) and preserved from time to time

**DOCUMENTS WHOSE PRESERVATION IS NOT PERMANENT IN NATURE (UP TO 8 YEARS)**

- Annual Return and copies of all certificates and documents required to be annexed thereto as per Companies Act;
- The instrument creating a charge or modification
- Notice of interest by Directors and KMP
- Register of Deposit
- Register of debenture holders or any other security holder along with index of name
- Attendance registers, notices, scrutinizer's report, agenda, notes to agenda and other related papers of general meetings, board meetings and various committee meetings;

- Books of accounts and tax records
- Structure Digital Database as per SEBI (Prohibition of Insider Trading) Regulations, 2015 after completion of the relevant transactions and in the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

**OTHERS:**

- As per applicable law

**Annexure - B**

**SPECIMEN FORMAT OF THE REGISTER OF DOCUMENTS DISPOSED-OFF / DESTROYED**

<b>Particulars of document along with provision of law</b>	<b>Date and mode of destruction</b>	<b>Initials of the authorised person</b>