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POLICY ON ARCHIVAL AND PRESERVATION OF DOCUMENTS ZICOM ELECTRONIC SECURITY SYSTEMS LIMITED

1. PREAMBLE:

In terms of Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Zicom Electronic Security Systems Limited (the Company) is required to formulate a policy for preservation of documents required to be maintained under the Listing Regulations in at least two categories as specified in the said Regulation.

2. APPLICABILITY AND EFFECTIVE DATE:

The Policy on Archival and Preservation of Documents (“this Policy”) will be applicable to the Company effective from December 1, 2015.

3. PURPOSE:

The purpose of this Policy is to ensure that all the necessary documents and records of the Company are adequately protected and preserved as per the statutory requirements and to ensure that the records of the Company which are no longer needed or are of no value are discarded after following the due process for discarding the same.

4. DEFINITIONS:

- i. **“Board”** means the Board of Directors of the Company.
- ii. **“Companies Act”** means the Companies Act, 2013 and Rules made thereunder, notified by the Ministry of Corporate Affairs, Government of India, as amended from time to time.
- iii. **“Company”** means Zicom Electronic Security Systems Limited.
- iv. **“Documents”** means all statutory registers prescribed under the Companies Act, 2013 and shall include all documents sent or kept under any law for the time being in force or otherwise and all documents disseminating material information to the Stock Exchanges.
- v. **“Listed entity”** means Zicom Electronic Security Systems Limited.
- vi. **“Policy”** means Policy on Archival and Preservation of Documents of the Company.
- vii. **“Register”** shall have the same meaning as assigned under the provisions of the Companies Act, 2013 or any amendments thereto or re-enactment thereof.
- viii. **“Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as notified by the Securities and Exchange Board of India and as amended from time to time.



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5. POLICY FOR PRESERVATION OF DOCUMENTS:

In pursuance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI LODR Regulations 2015”), the Board has adopted a Policy on Archival and Preservation of Documents. In compliance with the regulatory laws, the Company needs to preserve the documents at its Registered Office or in the custody of the Company Secretary of the Company or some other place as decided by the Board from time to time on following timeframe basis:

- i. Documents whose preservation shall be permanent in nature (Annexure 1);
- ii. Documents with preservation period of not less than 8 years after completion of relevant transactions (Annexure 2); and
- iii. Documents which shall be preserved in such manner and for such period at discretion of the Company Management (Annexure 3).

6. 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 years from the date of its disclosure and shall thereafter be archived from the website of the Company for a period of 3 years.

7. PROCEDURE FOR DISPOSAL OF DOCUMENTS:

The Documents of the Company which are no longer required, as per the time schedule prescribed as above, may be destroyed after completion of statutory period in that behalf.

8. SUSPENSION OF DOCUMENTS DISPOSAL IN THE EVENT OF LITIGATION OR CLAIMS:

In the event the Company is served with any Notice for Documents from any of the statutory authorities or any litigation is commenced by or against the Company, than the disposal of documents which are subject matter of Notice / Litigation, etc. shall be suspended till such time the matter is settled or resolved or disposed of.

9. AMENDMENT:

Any change in the Policy shall only be approved by the Board of the Company. The Board shall have exclusive rights to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.



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Annexure 1

List of documents and information that shall be preserved permanently till dissolution of the Company:

1. Incorporation documents (including various e-Forms and Information as originally filed with the Registrar of Companies for incorporation of Company).
2. Memorandum and Articles of Association and amendment made thereon whether filed under the Companies Act, 2013 or any other previous Act.
3. Register of renewed and duplicate Share Certificates in the format prescribed under Companies Act, 2013 or any other previous Act.
4. Record of private placement.
5. Register of Sweat Equity.
6. Register of Charge (however instrument creating a charge or modification thereon shall be preserved for a period of 8 years from the date of satisfaction of charge by the Company).
7. Register of Members & Index of Names in the format prescribed under the Companies Act, 2013 or any other previous Companies Act.
8. Register of Directors and Key Managerial Personnel.
9. Register of Loans, Investments and Guarantees given / made by the Company.
10. Register of Investments made by the Company not held in its name.
11. Register of Contracts or Arrangements in which Directors are interested.
12. Minutes of Meetings:

A distinctive Minute Book shall be maintained for each type of Meeting of:
 - a) General Meeting of Members or Creditors
 - b) Board Meeting
 - c) Meetings of each Committee
13. Insurance policies, payroll registers and bonus, gratuity and other statutory records.
14. Court orders, original purchase and sale agreement, property card, index II, ownership records issued by Government Authority, Property Insurance.



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Annexure 2

List of documents and information that shall be preserved for not less than 8 years after completion of relevant transactions:

1. Contract of employment with managing or whole-time director(s).
2. The books of account together with vouchers relevant to any entry in such books relating to a period of not less than 8 financial years immediately preceding a financial year shall be kept in good order.
3. The books of account and other relevant books and papers and financial statements for every financial year which give a true and fair view of the state of affairs of the Company.
4. Register of Deposits.
5. Electronic Records.
 - All emails received from internal and external sources
 - Employees will strive to keep their emails related to business issues.
6. Miscellaneous
 - Time office records and leave cards
 - Unclaimed wages records
 - Employees information records
 - Excise records
 - Tax deducted at source records
 - Income Tax papers
 - Service Tax papers



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Annexure 3

List of documents which shall be preserved in such manner and for such period at discretion of the Company management:

Correspondence and memoranda pertaining to routine matters and having no significant impact, lasting consequences e.g.

- Routine letters, notes that require no acknowledgement or follow-up, such as inter office memo, letters for transmittal and plans for Meetings;
- Letters of general enquiry and replies that complete cycle of correspondence
- Letter of complaint requesting specific actions that have no further value after change of name or address;
- Other letters of inconsequential subject matter or that definitely close correspondence to which no further reference will be necessary.