



Policy for Preservation of Documents

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



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Vanya Steels Private Limited

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1. Background

The Securities and Exchange Board of India ("SEBI"), vide its Notification dated September 2, 2015, issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). The Listing Regulations came into force on December 1, 2015. The Listing Regulations mandate listed entities to formulate a Policy for document preservation and archiving. In this context, the Document Retention and Archival Policy ("Policy") is being framed and implemented.

1. Objective

The purpose of this Policy is to ensure that all necessary documents and records of the Company are adequately protected and preserved as per statutory requirements of applicable laws and to ensure that the records of the Company that are no longer needed or are of no value are discarded after following the due process for discarding the same. This Policy is also for the purpose of aiding employees of the Company in understanding their obligations in retaining and preserving documents and records which are required to be maintained as per applicable statutory and regulatory requirements

In a nutshell, the Policy is to classify the documents into two categories, i.e.

- (i) documents that need to be preserved permanently and
- (ii) documents that need to be preserved for a specific period.

2. Scope

This policy shall govern the procedure of preservation of all documents and records maintained by the Company in physical form or electronically as required to be maintained under statutory and regulatory requirements viz., the Companies Act 2013, and rules issued thereunder, the secretarial standards, and any other applicable regulations under the Security Exchange Board of India Act 1992 and amendments thereto (hereinafter referred as "Act/Regulations") and various other statutes as applicable on the Company from time to time

3. Definition

"Board"	means the Board of Directors of Vanya Steels Private Limited.
"Company"	means Vanya Steels Private Limited.
"Current"	means of ongoing relevance, with reference to any ongoing litigation, proceedings, complaint, dispute, contract or any like matter.

“Documents”	refers to papers, books, notes, forms, files, registers, agreements, notices, disclosures, advertisements, requisitions, orders, declarations, forms, correspondence, minutes, indices, mail, audio/video recordings and or any other record, required to be maintained under applicable laws, either on physical or in electronic form.
“Electronic Form”	means any data stored in any contemporaneous electronic device such as a computer, laptop, compact disc, floppy disc, space on the electronic cloud, or any other form of storage and retrieval device, considered feasible, whether the same is in possession or control of the Company or otherwise the Company has control over access to it.
“Functional Head”	means the respective Management Council member or any other person identified by him/her in writing.
“Maintenance”	means keeping documents, either physically or in electronic form, as may be permitted under the Act / Regulations for the time being in force, including authentication and custody of such documents.
“Policy”	means this Policy, as amended from time to time.
“Preservation”	means to keep in good order and to prevent from being altered, damaged or destroyed.

4. Policy

The corporate records of Vanya Steels Private Limited (the “Company”) are important assets. Corporate records include essentially all records, whether paper or in electronic form. A record may be in the form of a memorandum, an e-mail, a contract or a case study and includes a computerized desk calendar, an appointment book or an expense record, etc.

The law requires the Company to maintain certain types of corporate records either permanently or for a specified period. Failure to retain the records could subject the employees and the Company to penalties and fines, cause the loss of rights, obstruct justice, adversely impact potential evidence in a lawsuit, place the Company in contempt of court, or seriously disadvantage the Company in litigation.

The Company expects all employees to comply with this Policy fully, provided that all employees should note the following general exception to any stated destruction schedule:

If an employee has reasons to believe, or the Company informs the employee concerned, that Company records are relevant to litigation, or

potential litigation (i.e., a dispute that could result in litigation), then the employee must preserve those records until the Legal or Respective Department determines that the records are no longer needed. This exception supersedes any previously or subsequently established destruction schedule for those records. If an employee(s) believes that exception may apply or has any question regarding the possible applicability of that exception, he/she may contact the Office of General Counsel.

The preservation of Documents shall be done in the following manner:

1. Certain Documents shall be preserved permanently, as required by applicable laws.
2. Certain Documents shall be preserved for a period of not less than 8 years, as required by applicable laws.
3. Where there is a period lesser than 8 years for which a Document is required to be preserved as per applicable laws, for such shorter period as required by applicable laws.
4. Where there is no requirement as per applicable laws, then for such period as the document pertains to a matter which is “Current”.
5. In case of any other Document, for such period as may be decided by the respective Functional Head after the completion of the relevant transaction/event, taking a considered view about its relevance.
6. **An indicative list of Documents and the time frame of their preservation is provided in Annexure-A.**

5. Destruction Of Documents

Records that no longer serve a useful purpose should be destroyed with the written approval of the respective Functional Head. Destruction, as a normal administrative practice, can usually be carried out if Documents are duplicated, unimportant or for short-term use only. The modes of destruction of records can include methods like shredding, pulping, recycling, etc. or any other mode for electronic records, such that it leaves no possibility for reconstruction of the records and information contained therein.

6. Compliance

Failure to comply with this Document Retention Policy may result in disciplinary action. Questions about this policy should be referred to the Office of the Group

General Counsel, who is in charge of administering, enforcing and updating this policy

7. Amendments

The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy. Further, the Company Secretary and Chief Financial Officer are jointly authorised to amend the Policy to give effect to any changes/amendments notified by the Ministry of Corporate Affairs or SEBI.

Any questions and clarifications relating to this Policy should be addressed to the Company Secretary at legal@aonesteelgroup.com

Annexure A

Records as per the Companies Act, 2013 and SEBI Regulations:

The Company shall maintain all records per the Companies Act, 2013 and SEBI Regulations for not less than 8 (Eight) Years. Documents that are to be made available on the Company's website in Compliance with the SEBI (Listing Regulations and Disclosure Obligations), 2015, will be made available on the website for 5 years and, after that, will be archived for 3 years

The Company, from time to time, establishes retention or destruction policies or schedules for specific categories of records to ensure legal compliance and accomplish other objectives, such as preserving intellectual property. While minimum retention periods are suggested, the retention of the documents identified in those schedules and of documents not included in the identified categories should be determined by the Head of the Department, primarily by the application of the general guidelines affecting document retention identified above, as well as any other pertinent factors.

Broadly, there are two kinds of Company records- **Temporary** and **Retained**.

TEMPORARY RECORDS

Temporary records include all business documents that are intended to be superseded by final or permanent records or which are designed to be used only for a limited time, including, but not limited to, written memoranda and dictation to be typed in the future, reminders, to-do lists, reports, drafts, and interoffice correspondence regarding a client or business transaction.

Temporary records can be destroyed or permanently deleted if in electronic form when a project or matter closes.

Upon closing such temporary files, the respective departments shall gather and review all such temporary records. Before destroying or deleting these documents, make sure to have duplicates of all the final records about the project or matter. Upon destruction or deletion, organize the final records (and duplicates) in a file marked "Final" and store them appropriately, as required under this Policy.

RETAINED RECORDS

Retained records include all business documents that are not superseded by modification or addition, including but are not limited to documents given (or sent via electronic form) to any third party not employed by the Company or to any government agency; final

memoranda and reports; correspondence; handwritten telephone memoranda not further transcribed; minutes; specifications; journal entries; cost estimates; etc.

RECORD RETENTION SCHEDULE

Each Head of the Department shall identify and at all times maintain a schedule of temporary and retained documents

Tax Records

Tax records include, but are not limited to, documents concerning tax assessment, tax filings, tax returns, proof of deductions, and appeals made against any claim made by the relevant tax authorities. Tax Records shall be maintained for 8 (Eight) Years after a final Order has been received with respect to any matter which was preferred for Appeal, as the case may be.

Employment /Personnel Record

The Company is required to keep certain documents relating to recruitment, employment, and personnel information, performance reviews, actions taken by or against any employee, and complaints made by or against any employee. These Documents relating to Employment or Personnel information shall be retained for at least 8 (Eight) years.

Press Releases

Press Release shall include, but shall not be limited to, any intimation given to the press regarding financial results, profits, Meetings of the Board, General Meetings, and overall performance of the Company. The Company shall retain all Press Releases for at least 8 years.

Legal Documents

Legal Documents shall include, but shall not be limited to, contracts, legal opinions, pleadings, Orders passed by any court or tribunal, Judgments, Interim Orders, Documents relating to cases pending in any Court or Tribunal or any other Authority empowered to give a decision on any matter, Awards, Documents relating to property matters.

A contract shall be retained for a period of 8 (Eight) Years or for 8 (Eight) Years after the expiry of the term of the contract, whichever is higher.

Documents relating to any property owned by the Company shall be retained perpetually.

Other property Documents shall be retained for a period of 8 (Eight) Years or for a period of 8 (Eight) Years after the rights in such property ceases to exist, whichever is higher.

Orders passed by any Court or Tribunal or any Authority or Judgment which are final in nature and cannot be superseded shall be retained permanently. Interim Orders shall be retained till a Final Order is received or for a period of 8 (Eight) Years whichever is higher. Pleadings shall be retained for a period of 8 (Eight) Years or till the matter has been disposed off, whichever is higher.

Marketing and Sales Documents

The Company shall retain relevant marketing and sales Documents for a period of at least 8(Eight) Years.

Intellectual Property Documents and Licenses

Intellectual Property Documents shall include, but are not limited to, Copyrights, Trademarks, Patents, and Industrial Designs. Intellectual Property Rights Documents owned by the Company shall be retained by the Company permanently. Licenses shall be maintained till the time the validity of the License and for a period of 8 (Eight) Years thereafter or for a period of at least 8 (Eight) Years, whichever is higher.

RECORD MAINTENANCE AND STORAGE

The Records/Respective Department(s) will maintain all records in physical form at the respective locations. Electronic version(s) of all of records are to be maintained within the Company's centralized electronic record software database, which the IT Services Department maintains.

DISPOSAL OF RECORDS

Physical records disposed of pursuant to the retention periods specified in the Document Retention Schedule shall be disposed of using a cross-cut shredder. The Records Department shall adopt appropriate procedures to permanently dispose of non-paper physical records, such as photographs or audio/video recordings. If it is necessary to dispose of an electronic record manually, the IT Department shall use the "permanent delete" function to permanently dispose of electronic records.

HOLD ON RECORD DESTRUCTION AND DELETION

If a lawsuit or other proceeding involving the Company is reasonably foreseeable, all destruction of any possibly relevant documents, including e-mail, must cease immediately. Documents relating to the lawsuit or potential legal issue will then be retained and organized under the supervision of the **Group General Counsel's Office**.

Violating this aspect of the Company's Document Retention Policy could result in civil and criminal penalties for both the company and its employees.

In the event of a Document Hold Direction, the IT Department shall immediately disable the “permanent delete” and “automatic delete” functions of the Company’s software concerning the designated records and disable the automatic deletion of recycle bins and deleted items folders on appropriate Company computers; the Records Department shall immediately suspend all disposition of records maintained on-site or off-site location as appropriate; and **the Group General Counsel’s Office** shall immediately notify all appropriate employees by e-mail that they are not to dispose of relevant Temporary Records or other records until notified otherwise.

E-MAIL POLICIES

All electronic communication systems and all communications and stored information transmitted, received, or contained on the Company’s information systems are the property of the Company. Employees using this equipment for personal purposes do so at their own risk. Employees have no expectation of privacy concerning the use of Company equipment or the transmission, receipt, or storage of information using the Company’s equipment. Authorized Company personnel may access communications and stored information without notice or consent.

Employees should avoid using Company e-mail for personal purposes. Personal e-mails should be deleted as soon as possible.

E-mails relating to audit work papers and financial controls should be retained for at least 8 years. All emails to the Company’s Officers or Audit Committee relating to complaints on auditing, accounting, fraud or internal controls should be retained permanently.

Any messages exchanged between the Company and third parties (such as consultants and auditors) should be archived, regardless of their content. Instant messages have the same status as e-mails and should be treated identically.

Indicative list of Documents whose preservation shall be permanent

- Certificate of Incorporation
- Memorandum and Articles of Association
- Documents filed for incorporation
- Register of Renewed and Duplicate Share Certificate
- Register of Charges
- Register of Members and Record of Beneficial Owners
- Register of Loans and Investments
- Register of investment not held in its name by the Company
- Register of Contract or arrangement in which directors are interested
- Minutes of Board or Committee Meetings and resolutions passed by circulations
- Minutes of the General Meetings of the class of shareholders/creditors or resolutions passed by way of postal ballots
- Books and documents relating to the issue of share certificates, including blank forms of share certificates
- License, documents, approvals etc., received from any government or regulatory authority
- Title deeds of properties
- Intellectual property documents
- Orders, Judgments of the court or any adjudicating authority
- Documents under the Company's employee share-based incentive schemes.

Indicative list of Documents to be preserved for not less than 8 years after completion of the relevant transaction(s)

- Books of accounts and tax records, viz. documents concerning tax assessment, tax filings, tax returns, proof of deductions, and appeal preferred against any claim made by the relevant tax authorities, shall be maintained for a period of 8 (eight) years from end of the relevant assessment year or till the disposal of the appeal against any demand by the highest authority, whichever is later.
- 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 the index of name
- Annual Return and copies of all certificates and documents required to be annexed thereto as per the Companies Act;
- Attendance registers, notices, scrutinizer's report, agenda, notes to agenda and other related papers of general meetings, board meetings and various committee meetings;
- Office copies of notices, agenda, scrutinizer's report, notes on agenda and other related papers of general meetings, board meetings and various committee meetings of the transferor company as handed over
- 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

Indicative list of Documents to be preserved for less than 8 years after completion of the relevant transaction(s)

- Information collected at the time of resignation of the Designated person, including updated address and contact details in line with SEBI (Prohibition of Insider Trading) Regulations, 2015, for a minimum period of five years.
- Disclosures made under Regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015, for a minimum of 5 years.
- All certificates surrendered to a company shall immediately be defaced by stamping or printing the word "cancelled" in bold letters to be kept for at least 3 years.
- Tape recording(s) or other electronic recording mechanism used for Board/committees /shareholders meetings held through video-conferencing or audio-visual means at least up to the time of completion of the audit of that particular year.
- Save as otherwise stated in the Archival Policy, Documents, disclosures, newspaper advertisements or publications and press releases under Listing Regulations
- All contracts, agreements, and letters related to the appointment of directors, managerial personnel, auditors, etc. and/ or such other statutory office as referred in Act/ Regulations.

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