



Record Retention and Preservation of Documents Policy

ECL Finance Limited

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Document Name	Record Retention and Preservation of Documents Policy
Document Owner	Secretarial team
Security Classification	Internal
Location	Applicable to all ECLF locations
Approver	Board of Directors
Version control	V4.0

Version	Modification Date	Brief description
V1	January 22, 2018	Adopted in the Board Meeting
V2	October 27, 2021	Reviewed in the Board Meeting
V3	January 24, 2023	Reviewed in the Board Meeting
V4	July 27, 2023	Reviewed in the Board Meeting
V5	November 03, 2023	Reviewed in the Board Meeting

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1. OBJECTIVE

This Policy represents the Company's policy regarding the systematic retention and disposal of records and electronic documents. The documents not covered under this Policy shall be preserved and maintained in accordance with the provisions of respective Acts, rules, guidelines and regulations as applicable in this regard to the Company under which those documents are maintained. In case of any subsequent amendments in Companies Act, 2013 or any other applicable law, statute, rules or regulations, the provision of such law, statute, rule or regulations shall prevail over this policy.

2. SCOPE

This Policy would ensure safekeeping and safeguard of records and documents of ECL Finance Limited ("ECLFL/Company") as well as records and documents that are no longer needed by the Company or are of no value are discarded at the proper time avoiding superfluous inventory of documents. The Company understands that records form an essential and significant part of the Company's resources.

This Policy is also for the purpose of aiding employees of ECLFL in understanding their obligations in retaining electronic documents - including e-mail, Web files, text files, PDF documents, and other formatted files.

The Securities Exchange Board of India (SEBI) on September 2, 2015, has notified the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations, 2015). Regulation 9 requires the Company to frame and adopt a policy on preservation of documents.

Further the Prevention of Money-laundering Act, 2002 (hereinafter referred as "PMLA") and Prevention of Money Laundering (Maintenance of Records) Rules, 2005 (hereinafter referred as "PMLA Rules") and Master Direction - Know Your Customer (KYC) Direction, 2016 (hereinafter referred to as "KYC Master Directions") as issued by the Reserve Bank of India and as amended from time to time also provides for retention of records for a specified time.

Also, the Income-tax Act, 1961, which provides powers to the tax office to undertake assessment / reassessment proceedings for the 11 years (including the current financial year), would mean that documents/information w.r.t to transactions undertaken during the past 11 years (including the current financial year) would be required to be retained.

3. DEFINITIONS

- a) "Act" means the Companies Act, 2013, Rules framed thereunder and any amendments thereto.
- b) "Applicable Law" means any law, rules, circulars, guidelines or standards under which the preservation of the Documents has been prescribed.
- c) "Board" means the Board of directors of the Company.
- d) "Books of Account" as per Section 2(13) of the Companies Act 2013 includes records maintained in respect of—

- i. all sums of money received and expended by the Company and matters in relation to which the receipts and expenditure take place;
 - ii. all sales and purchases of goods and services by the Company;
 - iii. the assets and liabilities of the Company; and
 - iv. the items of cost as may be prescribed under section 148 in the case of the Company which belongs to any class of Companies specified under that section;
- e) “Current Document” means any Document that still has an ongoing relevance with reference to any ongoing litigation, proceedings, complaint, dispute, contract or any like matter.
- f) “Document” as per section 2(36) of the Companies Act 2013 includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form. For the purpose of this Policy the term “Documents” shall include but not limited to statutory records, registers, returns, forms electronic storage devices papers, notes, agreements, notices, advertisements, requisitions, orders, declarations, forms, correspondence, minutes, indices, required to be maintained and preserved by the Company in physical or electronic form under the applicable law.
- g) “Electronic Record(s)” means the electronic record as defined under clause (t) of sub- section (1) of section 2 of the Information Technology Act, 2000.
- h) “Electronic Form” means any contemporaneous electronic device such as computer, laptop, compact disc, floppy disc, space on 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.
- i) “Maintenance” means keeping documents, either physically or in electronic form.
- j) “Preservation” means to keep in good order and to prevent from being damaged or destroyed.
- k) “Register” means documents and records required to be maintained under:
- i. The Companies Act 2013 and Rules thereunder
 - ii. SEBI Regulations
 - iii. Secretarial Standards
 - iv. Any other law for the time being in force
- l) “Records” means documentary evidence of past events or transactions.
- m) “Regulations” means the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The words and phrases used in this Policy and not defined here shall derive their meaning from the Applicable Law.

4. APPLICABILITY

This Policy is extended to all business segment, functions and departments of the Company. The policy will apply to all employees of the Company and it covers all the records/documents issued/held by the Company.

Appended to the main policy is the Record Retention Schedule that is approved by the Board of Directors as the initial maintenance, retention and disposal schedule for physical records of ECLFL and the retention and disposal of electronic documents. The Secretarial team of ECLFL will be the primary administrator of this Policy and the implementation of processes and procedures to ensure that the Record Retention Schedule is followed. The Administrator is also authorized to: make modifications to the Record Retention Schedule from time to time to ensure that it is in compliance with statutory laws whether Central, State or local, the appropriate document and record categories; monitor statutory obligations of laws affecting record retention; annually review the record retention and disposal program.

5. CLASSIFICATION OF DOCUMENTS

This policy sets the standards for managing, storing and preservation of documents of the Company broadly classified in the following 3 categories:

A. The documents of a permanent nature shall be maintained and preserved permanently by the Company subject to the modifications, amendments, additions, deletions or any changes made therein from time to time.

Provided that all such modifications, amendments, additions, deletions in the documents shall also be preserved permanently by the Company.

B. The documents to be maintained and preserved for a specified time period after completion of the relevant transactions shall be preserved by the Company for the term not less than eleven years, in physical form, after completion of the relevant transactions/ tenure of loan transaction subject to the modifications, amendments, additions, deletions or any changes made therein from time to time. Such records, after a period of eleven years shall be reserved in electronic mode permanently.

Provided that all such modifications, amendments, additions or deletions in the documents shall also be preserved for a term not less than eight years.

C. Retention of records in compliance with the Provisions of PMLA, KYC Master Directions and Income-tax Act, 1961

a) The records referred to in Rule 3 of PMLA Rules, as applicable to the Company, shall be maintained for a period of five years from the date of the closure of the account between the client and the

Company pursuant to Section 12 of PMLA;

b) The Company shall maintain all necessary records of transactions between the customer, for at least five years from the date of transaction;

c) Further the Company shall preserve the records pertaining to the identification of the customers and their addresses obtained while opening the account and during the course of business relationship, for at least five years after the business relationship is ended;

d) Rejected loan applicant's KYC documents and other particulars furnished by the client shall be preserved for a period for five years from the date of rejection;

e) Background including all documents/office records/memorandums pertaining to such transactions and purpose thereof should, as far as possible, be examined and the findings at branch as well as Principal Officer level should be properly recorded. These records are required to be preserved for five years as is required under PMLA.

f) As per Section 149 of the IT Act, the Company has to maintain documents and information for the past 11 financial year (including current financial year) as the tax officer has to the power to undertaken reassessment proceedings. For example, the data for FY 13-14 can be requested for a tax notice issued in FY 23-24.

Further, Goods and Service Tax audit timelines are already covered in the above timelines, and hence this is not separately stated.

6. MODE OF PRESERVATION

The documents may be preserved in physical or electronic form. Insofar as practical and possible, after taking into consideration the legislative and regulatory requirement, the documents shall be preserved in electronic form.

The Functional Heads of the Company or delegate(s) one level below the Functional Head required to preserve the documents shall be the Authorized Person for that Function/Department who is generally expected to observe the compliance of preservation of Documents as per the requirements of Applicable law.

The preservation of documents 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 documents.

7. PLACE OF STORAGE

- The Company shall identify and have an approved place of storage to maintain all records safely.
- The selected location must be secure and fireproof.
- A well-defined list of repositories for all documents archived with information on its physical/electronic location should be maintained.
- The Company may outsource its document storage activity; however, this must be done after carrying out due diligence and verification.
- Company shall enter into arrangements with the outsourced vendors/agencies after entering into an appropriate agreement

8. ACCESS TO THE DOCUMENTS

The preserved documents must be accessible at all reasonable times. Access may be controlled by Authorized Person from each respective functions/department, so as to ensure integrity of the documents and prohibit unauthorized access.

Functional Heads of the respective departments, shall be responsible for ensuring compliance of this Policy, as related to access control of the documents and records.

9. CUSTODY OF DOCUMENTS

- The custody of the documents shall be with the Authorized Person. In case the Authorized Person tenders resignation such person shall hand over all the relevant documents, lock and key, access control or password of intranet drives, or CD ROMs/USB storage drives, other storage devices or such other documents and devices in his possession under the Policy.
- Functional Heads of the respective departments, shall be responsible for ensuring compliance of this Policy, as related to records in their possession, custody, or control.

10. DIGITIZATION OF PHYSICAL RECORDS

- The physical documents preserved may be converted, whenever required or deemed necessary, into electronic form to ensure ease in maintenance of records and efficient utilization of space.
- Physical records may be digitized as per following category:
- Physical records to be preserved permanently.
- Records of secondary importance and have a reference value for a limited period – 11 years or as may be applicable.
- Physical Documents once digitized, may be destroyed, provided, record keeping of those documents are not mandated by law.
- Respective departments will take ownership of the proper digitization of physical records, when physical records are converted into electronic form. Digitization of Physical record and destruction of such physical record will be done as per this Policy.

11. SUSPENSION OF RECORD DISPOSAL IN EVENT OF LITIGATION OR CLAIMS

In the event ECLFL is served with any notice or any request for documents or any employee becomes aware of any investigation or audit or if there is any the commencement of any litigation against or concerning the Company, such employee shall inform the Compliance Head and any further disposal of documents shall be suspended until shall time as the Compliance deems appropriate.

12. DESTRUCTION OF DOCUMENTS

After the expiry of the statutory retention period, the preserved documents may be destroyed in such mode under any instructions approved by the department head(s). Destruction of documents as a

normal administrative practice will also be followed for the records which are duplicate/unimportant/irrelevant. This applies to both Physical and Electronic Documents/records. Destruction of documents can be undertaken periodically with the approval of Functional Head of the department concerned. A list of document and date of destruction of such destroyed documents have to be maintained in the Departments.

The documents may be destroyed as follows:

- Recycle non-confidential paper records.
- Shred or otherwise render unreadable confidential paper records.
- Delete or destroy electronically stored data.

The Company will have in place appropriate controls over the destruction of records upon expiry of the period set out in the policy statement. Such controls will include:

- Authorization and approval prior to destruction.
- Establish procedures for destruction of physical documents/records (whether in-house or outsourced).
- Electronic media as per the Company's Information Security policy.

13. RETRIEVAL OF DOCUMENT

- At the time of retrieval of a document or sets of documents, the Company shall ensure the following:
- Define an approval and authority matrix to ensure that only legitimate requests for records retrieval are made.
- Define a time frame within which the documents will be ready for pick-up or delivery
- For physical documents, ensure that the time frame communicated includes the time involved in identifying the location of the archived document and the time to physically retrieve the document from the location where it is stored.
- For electronic documents, ensure that there is no loss or damage at the time of transmission of information

14. AUTHENTICITY OF DOCUMENTS

Where a document is being maintained both in physical form and in Electronic form, the authenticity with reference to the physical form should be considered for every purpose.

15. GENERAL CORRESPONDENCE AND INTERNAL MEMORANDUM

- Most correspondence and internal memorandum should be retained for a period of past 11 years from the date of the event as the document they pertain to or support. For instance, a letter pertaining to a particular contract would be retained as long as the contract (11 years after expiration). It is recommended that records that support a particular project or product shall be kept with the project / product and take on the retention time of that particular file.

- • Correspondence or internal memorandum that do not pertain to documents having a prescribed retention period may be discarded sooner. These may be of the following categories:
 - • Routine letters and notes that require no follow-up, such as notes of appreciation, congratulations, letters of transmittal, and plans for meetings.
 - • Form letters that require no follow-up.
 - • Letters of general inquiry and replies that complete a cycle of correspondence.
 - • Letters or complaints requesting specific action that have no further value after action on them have been taken
 - • Other letters of not significant subject matter or that definitely close correspondence to which no further reference will be necessary.
 - • All correspondence files.

16. ELECTRONIC DOCUMENTS

a. Electronic Mail: Email needs to be retained, depending on the subject matter.

- All e-mail—from internal or external sources—is to be deleted after 11 years.
- Staff will strive to keep all but an insignificant e-mail related to business issues.
- ECLFL will archive e-mail for 11 years after the staff has deleted it, after which time the e-mail will be permanently deleted.
- Staff will not store or transfer ECLFL related e-mail on non-work-related computers.
- Staff will take care not to send confidential/proprietary ECLFL information to outside sources.

b. Electronic Documents: including Microsoft Office Suite and PDF files. Retention also depends on the subject matter.

- PDF documents – The length of time that a PDF file should be retained should be based upon the content of the file and the category under the various sections of this policy. The maximum period that a PDF file should be retained is 11 years. PDF files the employee deems vital to the performance of his or her job should be printed and stored in the employee’s workspace.
- Text/formatted files - Staff will conduct annual reviews of all text/formatted files (e.g., Microsoft Word documents) and will delete all those they consider unnecessary or outdated. After 11 years, all text files will be deleted from the network and the staff’s desktop/laptop. Text/formatted files the staff deems vital to the performance of their job should be printed and stored in the staff’s workspace.

In accordance with the provisions of Regulation 51(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall ensure that all the information shall be hosted on the Company’s website for a period of 5 years and thereafter will be archived for a period of 1 year.

17. RECORD KEEPING FOR IT RELATED APPLICATIONS

The Record Retention policy shall be in line with IT policies covering operations of the Company. Particularly, in case of record keeping in the electronic form, the record maintenance policy may be in line with the general Information Technology and Information System Security best practices.

- Digital records (soft copies) shall be categorized basis its importance and prioritization, aligning to the Company, Regulatory, Statutory and Legal requirements. These can be categorized as, but not limited to:
 - Emails ○ Meeting minutes ○ Spreadsheets & Documents ○ Presentations
 - Scanned documents & images
- Retention of the records need to be maintained in a secure IT environment with access to only restricted and authorized personnel.
- During retention, appropriate IT security controls are to be implemented to ensure protection against unauthorized access, data pilferage or record corruption.
- Backup should be taken for important records, as a fallback option, if required. Disposal of records should be done in a safe and secure manner, once the validity of retention period is over.
- Each day the Company shall run a tape backup copy of all electronic files (including email) on the Company's servers, as specified in the Company's Disaster Recovery Plan. This backup tape is a safeguard to retrieve lost information within a one-year retrieval period should documents on the network experience problems.
- The tape backup copy is considered a safeguard for the record retention system of ECLFL, but is not considered an official repository of the Company's records.
- In certain cases a document will be maintained in both paper and electronic form. In such cases the official document will be the electronic document.

18. REVIEW OF MAINTENANCE OF RECORDS

Maintenance of records may be reviewed by Functional Heads of the respective departments for adequacy against the following criteria:

- Content - what data is retained
- Frequency - intervals between updates
- Security - protection from unauthorised access
- Durability - safekeeping/protection from deterioration
- Accessibility - ready availability to authorised individuals
- Lag - delay between initiating and recording

- Accuracy - reliability and freedom from error
- Verification - ability to check accuracy.

19. REVIEW OF POLICY

This Policy shall be subject to review by the board annually. Any change/amendments in applicable statutes with regard to maintenance and preservations of documents and records shall be deemed to be covered in this Policy without any review. Any change/amendments to this policy shall be approved by the Compliance Head.

The Policy shall come into force from December 1, 2015.

RECORD RETENTION SCHEDULE

The Record Retention Schedule is organized as follows:

1) Documents to be preserved permanently:

A) Companies Act, 1956 / Companies Act, 2013:

- Memorandum and Articles of Association as amended from time to time.
- Statutory Registers
- Register of Contracts
- Register of Directors and KMPs and the Securities held by them
- Register of loans and investment made by the Company
- Register and Index of Members
- Minutes of the Board, Committees of the Board, General Body meetings, including meetings conducted through postal Ballots.
- Resolution passed by Circulation
- Various forms and Returns filed with the Authorities
- Audited Financial Statements

B) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015:

- Listing Agreement executed with the Exchange/s □ Trading approval relating to listing of securities.
- Offer documents for Public Issues and Private placement of securities filed with Securities and Exchange Board of India. C) Depository Act:

- Confirmation of all Corporate Actions in respect of allotment of securities
- Intimation on allotment of International Securities Identification Numbers (ISIN) for securities issued.

D) Others- Including Income & Other taxes:

- Legal opinions and Memorandum (including all subject matter files)
- Litigation Files
- Court Orders
- Income Tax Returns and Acknowledgements
- Submission to Tax Offices
- Assessment orders and appeal papers
- Evidence of payment of taxes
- Annual Information Reports

Any other documents as may be required to be maintained and preserved permanently in accordance with applicable statutes, law(s), rules and regulations from time to time

2) Documents preserved and maintained for a period of 8 years from the date of its event, unless specified under the any other Act or Rules, for longer duration: A) Companies Act, 1956/ Companies Act, 2013:

- Notices and Notes to agenda of the Board, Committees of the Board, General Meetings and Postal Ballots and their attendance registers.
- Instrument creating a charge or modification from the date of satisfaction of charge □ Debentures Trust Deed from the date of its redemption.
- Books of Accounts including vouchers and bills.
- Annual Returns together with the Annexures.
- Scrutinizer's Report on Postal Ballot, if any, and AGM.
- Documents relating to appointment of Managerial Personal.
- Dividend reconciliation statement till the time the dividend is transferred to IEPF.
- All notices disclosing directors concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals. B) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015:

- All reports filed with the stock exchange from time to time.
- All disclosure of various events and Press Releases. □ Intimation of Board meetings.

C) Documents filed with Stock Exchanges under SEBI Regulations

All disclosures and intimations filed under:

- SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.
- SEBI (Prohibition of Insider Trading) Regulations, 2015.
- All disclosures and intimations filed under SEBI (Share Based Employee Benefit) Regulation, 2014 and SEBI (Employee Stock Option Scheme and Stock Purchase Scheme) Guidelines 1999.

D) Others – Including INCOME TAX & OTHER TAXES

- Employee Personnel Records (including individual attendance records, application forms, job or status change records,
- performance evaluations, termination papers, withholding information, training and qualification records
- Employee Payroll and deductions records
- Payroll Tax records
- VAT records – Invoices and set off claims

Any other documents as may be required to be maintained and preserved for a period of 8 years, in accordance with applicable statutes, law(s), rules and regulations from time to time

3) Records maintained under Prevention of Money Laundering Act and rules made there under read with KYC Master Directions and other applicable RBI circulars in respect thereof shall be preserved and maintained for a period of five years from the date of its event, unless specified under the any other Act or Rules, for longer duration:

- a. All record pertaining to or evidencing all cash transactions of the value of more than rupees ten lakhs or its equivalent in foreign currency;
- b. All record pertaining to or evidencing all series of cash transactions integrally connected to each other which have been individually valued below rupees ten lakhs or its equivalent in foreign currency where such series of transactions have taken place within a month and the monthly aggregate exceeds Rs.10 lakh;
- c. All record pertaining to or evidencing all cash transactions where forged or counterfeit currency notes or bank notes have been used as genuine or where any forgery of a valuable security or a document has taken place facilitating the transactions;
- d. All record pertaining to or evidencing all suspicious transactions whether or not made in cash.
- e. All record pertaining to or evidencing all cross border wire transfers of the value exceeding Rs.5 lakh or its equivalent in foreign currency where either the origin or destination of fund is in India
- f. All record pertaining to or evidencing all purchase and sale of immovable property valued at Rs.50 lakh or more that is registered by the reporting entity.

4) Records required to be maintained under the Income-tax and Goods and Service tax Law

- a. All information / details / back up documents relating to the financial statements of 11 financial years (including current financial year) is required to be maintained. Further, there is no monetary limit for maintaining such details / particulars for taxation purposes and hence all data will be required to be maintained for the stated number of years.