



AVANSE FINANCIAL SERVICES LIMITED

Preservation of Documents and Archival Policy

VERSION CONTROL

Version	Date of Adoption*	Change reference	Owner	Approving Authority
1	January 25, 2016	Adoption of Policy	Secretarial	Board of Directors
2	August 2, 2022	Review	Secretarial	Board of Directors
3	August 2, 2023	Review	Secretarial	Board of Directors
4	June 13, 2024	Policy amended to include archival process as per Regulation 30 of the SEBI Listing Regulations	Secretarial	Board of Directors

** The Policy version controls are maintained from 2013 and onwards.*

“If at any point a conflict of interpretation/information between this Policy and any Regulations, Rules, Guidelines, Notification, Clarifications, Circulars, Master Circulars/ Directions by RBI arise then interpretation of such Regulations, Rules, Guidelines, Notification, Clarifications, Circulars, Master Directions issued by RBI shall prevail.

CONTENTS

Sr No	Particulars	Page No
1	Preface	4
2	Definition	4
3	Applicability	5
4	Objective	5
5	Common Standards for the preservation of Records/documents	5
6	Record Storage	5
7	Mechanism to take care of Records / Documents	6
8	Archival Process	6
9.	Maintaining of records/documents in electronic forms:	6
10.	Conservation and repair of records/ documents	6
11.	Copying or reformatting of records	6
12.	Amendments	6
	Annexure I	7

1. PREFACE

Securities and Exchange Board of India (SEBI) notified and introduced SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) on 2nd September 2015, which aims to consolidate and streamline the provisions of existing listing agreements for different segments of capital market. These regulations focus at greater transparency, increased and timely disclosures and compliances.

Regulation 30(8) of the Listing Regulations refers to an archival policy as per which, all events or information which has been disclosed to stock exchange(s) under Regulation 30 of the Listing Regulations shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the Company, which will be disclosed on its website i.e. www.avanse.com. In view of Regulation 9 of Chapter III of the Listing, Preservation of Documents and Archival Policy (“PDAP”) has been formulated to preserve the documents. The same has been approved by the Board of Directors on 25th January 2016 and will be applicable thereafter

2. DEFINITIONS

1. “**Applicable laws**” means securities laws defined under Regulation 30(8) of the Listing Regulations and other laws and statutes applicable to the Company, mandating preservation of documents.
2. “**Board of Directors or Board**” means the Board of Directors including any committee as constituted by the Board, of Avanse Financial Services Limited, as constituted from time to time.
3. “**Company**” means Avanse Financial Services Limited.
4. “**Document/s**” includes all papers, documents, agreements, filings, forms, memos, correspondences, records, files, books, etc., of the Company in physical or electronic forms.
5. “**Listing Regulations**” shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification thereof.
6. “**Non-Convertible Debt Securities**” means ‘debt securities’ as defined under regulation 2(1)(c) of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
7. “**Policy**” means this policy on archival of the disclosures made for on the website for information and events communicated to stock exchanges formulated by the Company.
8. “**Stock Exchanges**” shall mean to include National Stock Exchange of India and/or BSE Limited.

All other words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and / or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

3. APPLICABILITY

The company is required to comply with Regulation 9 of Chapter III and Regulation 30 of the Listing Regulations and disclosure requirements prescribed by SEBI. The policy has been approved by the Board of Directors on 25th January 2016 and will be effective thereafter.

4. Objective

“Preservation” is the means by which document / records are protected for the presentor future use. The objective of preservation is to minimize the risk of loss of records and slowing down, as much as possible, the process of physical deterioration which affectmost archive materials.

The documents specified in Annexure I shall be preserved for the minimum period as mentioned in the annexure. However, the company may keep those records for longer period in case there is a dispute pending before any court, department, judicial or quasi- judicial body etc.

5. Common Standards for the preservation of Records/documents

In order to preserve relevant documents effectively, the documents/records shall beeither maintained by the Company at its own locations or it may be stored with a Document Storage Company, and the documents should be :-

- i. Placed, handled, consulted and/or displayed in a way which minimizes the risk of damage and takes due account of their size, shape and physical conditions;
- ii. Placed, handled, consulted and/or displayed in a safe and secure location of the Company or of any Document Storage Company;
- iii. Moved with due care between locations;
- iv. Placed, handled, consulted and/or displayed under appropriate preservation conditions such as avoid areas of unsuitable temperature and humidity or areas directly affected by ultra violet light
- v. Proper account must be kept of the location of all the record.
- vi. Adequate infrastructure must be in place to preserve the records/documents and to avoid any serious damage or loss including the misuse, maltreatment or theft of records.
- vii. All departments, divisions or units involved and responsible for maintaining their records shall take appropriate measures for preventing records related to their areas and ensure that the adequate care be taken while taking charge from the person leaving the services of the company due to any reason.

6. Record Storage

- i. Sufficient space must be made available for the storage of records;
- ii. All permanent and temporary storage area must be safe and secure to minimize the risk of theft or malicious damage;
- iii. Storage area must be structurally sound and sufficiently strong to withstand adverse weather conditions;
- iv. Storage area should be fire proof and moisture proof
- v. Storage area must be insect and rodent free

- vi. Environmental conditions in permanent storage areas must be carefully controlled and regulated to reduce the threat of atmospheric contamination.

7. Mechanism to take care of Records / Documents

- i. A full account of the locations of all records should be maintained;
- ii. Loss or theft of records should be noted/reported/ investigated as deemed necessary;
- iii. The physical conditions of record stores should be assessed and any physical change/damage should be noted/reported/investigated/treated as necessary.

8. Archival Process

- i. All the relevant disclosures of information and events communicated to the stock exchanges under Regulation 30 of the Listing Regulations will be hosted on the website of the Company under the section entitled "*Investor Relations*" for a period of five years and thereafter the same shall be archived for a period of 1 year
- ii. Subsequently, any stakeholder intending to review archived information and events communicated to the stock exchanges may write to the Company Secretary and Compliance Officer of the Company.
- iii. This policy shall also be disclosed on the website of the Company.

9. Maintaining of records/documents in electronic forms:

In order to keep records/documents easily accessible at all the time at different location, adequate steps to be taken to maintain the relevant records or documents in electronic form/scanned form and shall be kept with adequate indexation.

10. Conservation and repair of records/ documents

The conservation treatment of relevant records/documents should be done in such a manner so that life span of the documents/records shall be improved.

11. Copying or reformatting of records

In order to preserve original documents for longer period, exposure to the physical dangers of actual loss or damage through excessive handling needs to be minimized. Hence, it is necessary that critical documents should be kept in scanned form and the same to be referred or provided whenever necessary.

12. Amendments

Any amendment to this Policy shall be done post obtaining approval from the Board.

It is hereby clarified that if and when any applicable laws concerning the subject matter of this Policy are promulgated, amended, enacted, re-enacted or modified, this Policy shall, unless otherwise prescribed, be deemed to be amended to take into account or to give effect to such promulgated, amended, enacted, re-enacted or modified applicable laws.

ANNEXURE 1

LIST OF DOCUMENTS AND THEIR MANDATORY PRESERVATION PERIOD UNDER COMPANIES ACT, 2013

Sl. No.	Particulars of documents/Registers/ Records	Preservation period of documents	Reference of Sections and Rules	Remarks
1.	Register of Members along with the Index	Permanently	Section 94 read with Rule 15(1) of the companies (Management and Administration Rules, 2014)	Shall be kept in the custody of the CS or any other person authorized by Board for such purpose.
2.	Register of Debenture holders and other security holders along with their index	Eight Years from the date of redemption of such debentures or securities	Section 94 read with Rule 15(2) of the companies (Management and Administration Rules, 2014)	Shall be kept in the custody of Compliance Officer any other person authorized by Board for such purpose.
3.	Copies of all annual returns and copies all certificates and documents required to be annexed with the annual return	Eight Years from the date of filing with the ROC	Section 94 read with Rule 15(3) of the companies (Management and Administration Rules, 2014)	
4.	The foreign register of members	Permanently , unless it is discontinued and all the entries are transferred to any other foreign register or the principle register.	Section 94 read with Rule 15(4) of the companies (Management and Administration Rules, 2014)	Shall be kept in the custody of the CS or any other person authorized by Board for such purpose.
5.	The foreign register of debenture holders or any other security holders	Eight Years from the date of redemption of such debentures or securities	Section 94 read with Rule 15(4) of the companies (Management and Administration Rules, 2014)	Shall be kept in the custody of the CS or any other person authorized by Board for such purpose.
6.	Preservation of books and papers of amalgamated companies	Shall not be disposed of without the prior permission of the central government	Section 239 of the company Act.	
7.	Maintenance preservation and safe custody of share certificate forms and related books and documents including the blank forms of share certificates.	<ul style="list-style-type: none"> ▪ At least 30 Years. However, in case of disputes cases shall be preserved permanently. ▪ Certificate surrendered to the company shall be defaced by stamping or printing the word "cancelled" and may be destroyed after expiry of three years from the date of surrender under the authority of board of 	Section 46 read with Rule 7 of the Companies (Share Capital and Debentures) Rules, 2014.	<ul style="list-style-type: none"> ▪ In case company has company secretary: CS shall be responsible or ▪ In case company do not have CS: A director specially authorized by board of director for a such purpose, or

Sl. No.	Particulars of documents/Registers/ Records	Preservation period of documents	Reference of Sections and Rules	Remarks
		directors and in presence of duly board appointed person.		<ul style="list-style-type: none"> The committee of the Board if so authorized by the board, in case company does not have company secretary.
8.	Minutes of proceeding of I. General meetings II. Creditors Meetings III. Board Meetings IV. Committee meetings of the Board V. Resolution passed by Postal Ballot	The minutes books of I. General Meeting and II. Board and committee meetings III. Creditor Meetings Shall be preserved permanently .	Section 118 read with rule 25 of the companies (Management and Administration) Rules, 2014.	Minutes shall be kept at the registered office of the company and shall be in custody of the company secretary or any director duly authorized by the Board or at such other places as may be approved by the Board.
9.	Register of i. Loan ii. Investment iii. Guarantee or iv. Security given under Section 186 shall be maintained in Form MBP 2. The register can be maintained either manually or in electronic mode	The register shall be preserved permanently	Section 186 read with Rule 12 of the Companies (Meetings of the Board and its Powers) Rules, 2014)	The Register shall be kept at the registered office of the company and shall be kept in the custody of the company secretary or any director duly authorised by the Board or at such other place as may be approved by the Board.
10.	Register of investment made by the company but not in its own name under section 187 shall be maintained in Form MBP 3.	The register shall be preserved permanently	Section 187 read with Rule 14 of the Companies (Meetings of the Board and its Powers) Rules, 2014	The Register shall be kept at the registered office of the company and shall be kept in the custody of the company secretary. In case there is no company secretary then it shall be kept in the custody of any director or any other officer authorized by the Board

Sl. No.	Particulars of documents/Registers/Records	Preservation period of documents	Reference of Sections and Rules	Remarks
11.	<p>Notice of Disclosure of interest by directors</p> <p>i. At the first meeting of the Board in which he participates as a director and thereafter</p> <p>ii. at the first meeting of the Board in every financial year or</p> <p>iii. Whenever there is any change in the disclosures already made, then at the first Board meeting held after such change.</p> <p>The disclosure shall be in Form MBP-1</p>	<p>The notices shall be preserved for a period of eight years from the end of the financial year</p>	<p>Section 184 read with Rule 9 of the Companies (Meeting of Board and its Powers) Rules, 2014</p>	<p>The notice shall be kept in the custody of the Company Secretary or in the custody of any other person authorised by the Board for this person</p>
12.	<p>Register of Contract or arrangement in which directors are interested shall be maintained in Form MBP-4</p>	<p>The register shall be preserved permanently</p>	<p>Section 189 read with Rule 16 of the Companies (Meetings of Board and its Powers) Rules, 2014</p>	<p>The register shall be kept in the custody of the Company Secretary or in the custody of any other person authorised by the Board for this person</p>
13.	<p>Maintenance of documents filed in electronic form relating to incorporation, and matters incidental thereto</p>	<p>The company shall retain such documents duly stamped in original permanently for the documents relating to incorporation and matters incidental thereto, Change in any of the clauses of the MOA and AOA. However in any other cases, the documents shall be maintained for a period of 8 years from the date of filing of the documents and the same is required to produce the same as and when the same is required by the competent authority</p>	<p>Section 398 read with Rule 7 of the Companies (Registration Offices and Fees) Rules, 2014</p>	<p>These documents may be kept in the custody of CS or authorized person by the Board, in case there is no Company Secretary in the company</p>

SI No	Particulars of documents/Register/Records	Preservation Period of documents	Reference of Sanctions & Rules	Remarks
14.	Maintenance of Register of Charges and Instruments creating under Section 85 of the Act	The register of charges shall be preserved permanently an instrument creating or modification of the charges shall be kept for a period of 8 years from the date of satisfaction of the charges	Section 85 read with Rule 10 of the Companies (Registration of Charges) Rules, 2014	The documents may be kept in the custody of the CS or authorised person by the Board
15	Maintenance of Register of Renewed and Duplicate Share Certificate in Form SH 2	The register shall be preserved permanently	Section 46 read with Rule 6 of the Companies (Share Capital and Debentures) Rules, 2014	The register shall be maintained at Registered Office in the custody of the CS or authorised person by the Board for the purpose.
16.	Maintenance of Books of Accounts etc.	The books of accounts of every company relating to a period of not less than eight financial years, immediately preceding the financial year together with the vouchers relevant to any entry in such books of account shall be kept in good order. In case of investigation is ordered under Chapter XIV by the Central Govt. the books of accounts may be maintained for a longer period	Section 128 read with Rules 3 & 4 of the Companies (Accounts) Rules, 2014	The Managing Director, the WTD in charge of finance, the CFO or any other person of the company charged by the Board, with the duty of complying with the provisions of the section.
17.	Register of Directors and Key Managerial Personnel and their shareholding	Shall be maintained and updated on continuous basis.	Section 170 read with Rules 17&18 of the Companies (Appointment and Qualifications of Directors) Rules, 2014	The register of directors and KMP shall be kept at registered office and any charge therein shall be reported to ROC within 30 days of such changes.

**MAINTENANCE OF RECORDS OF DISCLOSURE MADE OF VARIOUS
EVENTS/INFORMATION UNDER LISTING REGULATIONS, 2015 FOR A PERIOD OF FIVE
YEARS AND THEREAFTER AS PER ARCHIVAL POLICY OF THE
COMPANY**

SI no	List of Documents/ Return required to be filed/reported to stock exchanges under listing regulations is given below
1.	Statement Grievance Redressal Mechanism [Reg 13(3)]: The Company shall file on a quarterly basis, within 21 days from the end of each quarter, a statement giving number of investor complains pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter
2.	Submission of compliance certificate related to share transfer to the Stock Exchange [Reg. 7(3)]: The Company shall submit a compliance certificate to the stock exchange, duly signed by both the compliance officer of the Company and the authorised representative of the share transfer agent, wherever applicable within one month of end of each half of the financial year, certifying compliance with the requirement of sub-regulation (2)
3.	Payment of Listing Fees and other charge [Reg 14]: The Company shall pay all such fee or charges, as applicable, to the recognised stock exchanges, in the manner specified by SEBI or the recognized stock exchange.
4	Intimation of Appointment of share transfer agent [Reg 7(5)]: The Company shall intimate such appointment referred to in sub-regulation (4) to the stock exchange with in 7 days of entering into agreement.

COMPLIANCE REQUIREMENT FOR LISTED ENTITIES WHICH HAS LISTED ITS NON-CONVERTIBLE DEBT SECURITIES

Sl no	List of Documents/ Return required to be filed/reported to stock exchanges under listing regulations is given below
1.	Intimation to Stock Exchange [Reg 50(1)]: The Company shall give prior intimation to the stock exchanges at least eleven working days before the date on and from which the interest on debentures and bonds, and redemption amount of redeemable shares or of debentures and bonds shall be payable.
2.	Advance intimation for expressing intention to raise fund through new NCDS or NCRPS through public issue or private placement basis [Reg 50(2)]: The Company shall intimate the stock exchanges its intention to raise funds through new non-convertible debt securities or non-convertible redeemable preference shares it proposes to list either through a public issue or on private placement basis, prior to issuance of such securities. Provided that the above intimation may be given to the meeting of board of directors wherein the proposal to raise funds through new non-convertible debt securities or non-convertible redeemable preference shares shall be considered.
3.	Advance intimation of Board meeting at which the recommendation or declaration of issue of NCDS or NCRPS or any matter affecting their rights [Reg. 50(3)] The Company shall intimate to the stock exchanges at least two working days in advance, excluding the date of intimation and the date of meeting, regarding the meeting of its board of directors, at which the recommendation or declaration of issue of non-convertible debt securities or any other matter affecting the rights or interests of holders of non-convertible debt securities or non-convertible redeemable preference shares is proposed to be considered.
4.	Disclosure of Price sensitive information related to NCDS or NCRPS [Reg 51] The Company shall promptly inform the stock exchanges of all information having bearing on the performance/operation of the listed entity, price sensitive information or any action that shall affect payment of interest or dividend of non-convertible preference shares or redemption of non-convertible securities or redeemable preference shares.
5.	Financial results [Reg 52(1)]: The Company shall prepare and submit un-audited or audited financial results on a half yearly basis in the format as specified by the Board within 45 days from the end of the half year to the recognised stock exchanges
6.	Submission of a statement indicating material deviation [Reg 52(7)] : The Company shall submit to the stock exchange on a half yearly basis along with yearly financial results, a statement indicating material deviations, if any, in the use of proceeds of issue of non-convertible debt securities and non-convertible redeemable preference shares from the objects stated in the offer document.
7.	Submission of a certificate confirming timely payment of interest or principle obligation [Reg 57(1)] The Company shall submit a certificate to stock exchanges within 2 days of the interest or principal or both becoming due that it has made timely payment of interests or principal obligations or both in respect of the non-convertible debt securities.
8.	Submission of undertaking on annual basis [Reg 57(2)]: The Company shall provide an undertaking to the stock exchanges on annual basis stating that all documents and intimations required to be submitted to Debenture Trustees in terms of Trust Deed and Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 have been complied with.
9.	Intimation of Record date [Reg 60(2)]: The Company shall give notice in advance of at least 7 working days (excluding the date and intimation of record date) to the recognised stock exchange(s) of the record date or of as many days as the stock exchanges may agree to or require specifying the purpose of the record date.