

POLICY ON PRESERVATION OF DOCUMENTS

1. PREFACE

The Board of Directors (the “Board”) of the Profectus Capital Private Limited (the “Company”) has approved the Policy on Preservation of Documents (the “Policy”) of the Company for preservation and archival of Documents / Records maintained by the Company either in Physical Mode or Electronic Mode (hereinafter referred to as the “Documents”) pursuant to the Regulation 9 of Chapter II of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended from time to time.

This policy is applicable to the Company as whole, i.e., all branches, offices and departments of the Bank. It shall ensure that the Bank maintains both electronic and physical documents as per various statutory requirements and are subject to the same degree of confidentiality and care.

2. PURPOSE AND SCOPE

The Policy is framed for the purpose of systematic identification, categorization, maintenance, review, retention and destruction of documents received or created during the course of business. The policy aims at guiding employees of the Bank and ensure in safe-keeping of the records and safeguard the documents, for both statutory compliance and internal purposes, while at the same time, avoiding superfluous inventory of documents. The Policy shall contain guidelines on how to identify documents that need to be maintained, how long certain documents should be retained, how and when those documents should be disposed of, if no longer needed and how the documents should be accessed and retrieved when they are needed.

3. DEFINITIONS

“**Act**” means the Companies Act, 2013 and rules made thereunder and includes any amendment(s)/ modification(s) thereof.

“**Applicable Law**” means any law, rules, circulars, guidelines or standards issued by Statutory and Regulatory Authorities under which the preservation of the documents has been prescribed.

“**Authorised Person**” means any person duly assigned with the responsibility under Clause 7 of this policy.

“**Board of Directors**” or “**Board**” means the Board of Directors of the Company as constituted from time to time.

“**Company**” means “Profectus Capital Private Limited”.

“**Document(s)**” refers to papers, notes, agreements, notices, advertisements, requisitions, orders, letters, declarations, forms, correspondence, minutes, indices, registers and or any other record, required under or in order to comply with the requirements of any Applicable Law, whether issued, sent, received or kept in pursuance of the Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form and does not include multiple or identical copies.

“**Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

“**Top Management**” includes, Key Managerial Personnel (KMP) of the Company i.e., Managing Director/ Executive Director, Chief Executive Officer, Chief Finance Officer, Company Secretary and Head of the Departments.

“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.

“Electronic Form” means the electronic form as defined under Clause ® of Sub Section (1) of Section 2 of the Information Technology Act, 2000.

“Maintenance” means keeping documents, either physically or in electronic form, as may be permitted under any law for the time being in force, and includes the making of appropriate entries therein, the authentication of such entries and the preservation of such physical or electronic records.

“Preservation” means to keep in good condition and to prevent from being altered, damaged or destroyed.

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

4. CLASSIFICATION OF DOCUMENTS TO BE PRESERVED

Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 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.

Based on the above, the Company has classified the documents for preservation during the course of its business, as given below:

- i) Documents whose preservation is permanent in nature. An indicative list is enclosed herewith as **Annexure A**;
- ii) Documents with preservation period of not less than 8 years after completion of the relevant transactions. An indicative list is enclosed herewith as **Annexure B**;

5. MODE OF PRESERVATION

The Documents may be preserved in

- i) Physical form, or
- ii) Electronic form

The applicable provisions of law, rules and regulations with regard to electronic maintenance of records shall be adhered to.

All the records shall be maintained as per the prescribed formats, if any, as amended from time to time under various rules and regulations.

6. SAFETY AND INTEGRITY OF RECORDS & DOCUMENTS

The Company should design appropriate safety procedures/fireproof vaults to safeguard the documents and records and to enable a return to normal operating with minimal disruption in the event of an accident.

The Company should make appropriate provisions for the backup of its digital collections, including the provision of offsite security copies. The backup copies shall be actively maintained to ensure their continued viability. The

Company should ensure that in the event of an emergency, the digital collections and technical infrastructure are developed/arranged to manage and access them.

7. CUSTODY OF THE DOCUMENTS

The Managing Director/ Executive Director, Chief Financial Officer and Head Departments are severally authorised to assign such persons as they may deem fit, as the authorised person.

Subject to the Applicable Laws, the custody of the documents shall be with the Authorised Person. Where the Authorised Person tenders their resignation or is transferred from one location of the Company to another, such Person shall hand over all the relevant documents, lock and key, access control or password, or Compact Disc, other storage devices or such other Documents and devices in his possession under this Policy to such persons as may be decided by the Managing Director/ Executive Director, Chief Financial Officer and Head Departments.

8. DISPOSAL AND DESTRUCTION OF RECORDS

After the expiry of the statutory retention period, the preserved documents may be destroyed. Destruction of documents as per normal administrative practice, shall be followed for the records which are duplicate/irrelevant. This applies to both physical and electronic documents.

The Company shall maintain a register in the prescribed form set out as **Annexure D**, wherein it shall enter brief particulars of the documents destroyed and all entries made therein shall be authenticated by the secretary or such other persons as may be authorized by the Board for the purpose.

9. GENERAL

Notwithstanding anything contained in this Policy, the Company shall ensure compliance with any additional requirements as may be prescribed under any laws/regulations either existing or arising out of any amendment to such laws/regulations or otherwise and applicable to the Company, from time to time.

10. AMENDMENTS

The policy should be reviewed periodically by the Top Management and amendments effected shall be subject to the approval of the Board. The Managing Director/ Executive Director, Chief Financial Officer and Company Secretary are severally authorised to amend the indicative lists annexed to this policy as they may deem fit or from time to time. The Board has the power to amend the entire policy and the decision of the Board in this respect shall be final and binding.

ANNEXURE - A

AN INDICATIVE LIST OF DOCUMENTS WHICH WILL BE PRESERVED PERMANENTLY

SECRETARIAL, COMPLIANCE & LEGAL DEPARTMENT –

(Authorised Person - Company Secretary and/ or Head of Legal/ Compliance Department)

- a. Certificates and Licenses granted by the Statutory Authorities
- b. Memorandum of Association & Articles of Association as well as all documents, declarations and affidavits filed at the time of incorporation of the Company
- c. Minutes Books of all General Meetings, Board and Committee meetings held since incorporation
- d. Common Seal
- e. Annual Reports/ Financial Statements
- f. Statutory Registers except those mentioned in Annexure B
- g. Contracts entered into by the Company
- h. Property records
- i. In case of amalgamation, Minutes of all General Meetings, Board and Committee Meetings of the transferor company, as handed over to the transferee company
- j. All books and documents relating to the issue of share certificates, including the blank forms of share certificates
- k. Certificates Surrendered to the Company
- l. Policies of the Company
- m. Litigation/ Legal cases related documents

OPERATIONS DEPARTMENT – (Authorised Person – Head of Operations)

- a. Loan Docket
- b. Property Documents
- c. Loan Transaction Data
- d. Vendor Documentation
- e. NACH / Direct Debit / PDC summary sheet (electronic data)

HUMAN RESOURCE AND ADMINISTRATION DEPARTMENT- (Authorised Person- Head of HR and Admin)

- a. Existing employees details and declarations
- b. Registration details of Provident fund
- c. Monthly challans of Provident fund payment
- d. Trust deed of Gratuity
- e. Actuary valuation of gratuity
- f. Gratuity payment of Ex-employees
- g. Acceptance of ESOP grant letter
- h. All statutory and compliance registration certificates
- i. Shop and Establishment registration certificate
- j. Trade license registration certificate
- k. Salary registers and quarterly and annual salary returns
- l. Employee Form 16
- m. Annual appraisal details
- n. NRC minutes
- o. Company Property record
- p. Employee Handbook and other process

IT DEPARTMENT – (Authorised Person – Head of IT)

- a. Database
- b. Vendor Documentation
- c. Software Code
- d. Server Configurations

ANNEXURE B

AN INDICATIVE LIST OF DOCUMENTS FOR WHICH WILL BE PRESERVED FOR A PERIOD NOT LESS THAN 8 YEARS (After completion of the relevant transactions)

SECRETARIAL, COMPLIANCE & LEGAL DEPARTMENT -

(Authorised Person - Company Secretary and/ or Head of Legal/ Compliance Department)

- a. Register of debenture-holders or any other security holders along with Index
- b. Foreign register of debenture holders or any other security holders
- c. Register of Deposits
- d. Copies of Annual Return and copies of all certificates and documents required to be annexed thereto
- e. Instrument creating a charge or modification thereon
- f. Notice of Interest of Directors received from time to time in Form MBP-1
- g. Copies of Notices, Agenda, Notes to the Agenda of Board and Committee Meetings and other related papers
- h. In case of amalgamation, copies of Notices, Agenda, Notes on Agenda and other related papers of the transferor company, as handed over to the transferee company
- i. Copies of Notices, Scrutinizer's Report and related papers regarding General Meetings (including Annual General Meetings)
- j. In case of amalgamation, copies of Notices, Scrutinizer's Report and related papers regarding General Meetings (including Annual General Meetings)
- k. Attendance Register for Board and Committee Meetings and recording of attendance of Meetings through Electronic Mode
- l. Any other document, certificates, statutory registers which may be required to be maintained and preserved for not less than eight years after completion of the relevant transaction under the Companies Act, 2013 and/or SEBI Regulations.
- m. Documents/Information submitted with the Registrar of Companies / Ministry of Corporate Affairs in compliance with the Companies Act, 2013 & Rules thereunder.

FINANCE & ACCOUNTS DEPARTMENT – (Authorised Person – Head of Finance & Accounts)

- a. Cash Book
- b. Bank Book
- c. Journal Book
- d. Expense Book
- e. Books of Accounts
- f. Tax Returns

HUMAN RESOURCE AND ADMINISTRATION DEPARTMENT- (Authorised Person- Head of HR and Admin)

- g. Compliance payment challans and copy of returns submitted
 - a. LWF
 - b. PT
 - c. POSH
- h. Maternity benefit act
- i. Resigned employee details
- j. Vendor agreements
- k. Mediclaim and Term insurance policies

OPERATIONS DEPARTMENT – (Authorised Person – Head of Operations)

- a. Loan file for Disbursed cases

ANNEXURE D

REGISTER OF DOCUMENTS DESTROYED

Particulars of documents destroyed	Date of destruction	Mode of destruction	Initials of Secretary or other authorised person