



NATUREWINGS HOLIDAYS LIMITED

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POLICY ON PRESERVATION OF DOCUMENTS & ARCHIVAL OF RECORDS

❖ SCOPE AND PURPOSE OF POLICY

Records and Documents provide evidence at the time of potential or actual conflict of interest among stake holders. Documents are also useful to reflect the compliances done by the company in respect of various statutory obligations.

Regulation 9 of Securities and Exchange Board of India, (Listing Obligations and Disclosure Requirements) Regulations, 2015 [herein after referred to as “**SEBI (LODR) Regulations**” or “**Regulations**”, requires every listed company to have a policy on preservation of documents/ records either in Physical Mode or Electronic Mode.

Regulation 30 (8) of SEBI LODR Regulations requires to create and maintain an Archival Policy and therefore forms part of this Policy. This Policy is intended to ensure compliance particularly with the Listing Regulations and the applicable provisions of the Companies Act, 2013.

The corporate records of the Company are the important assets for the Company and hence the Company seeks to access and manage its records effectively, and is obliged to create, maintain, preserve and dispose of records as per Policy.

This Policy categorizes the records that whose preservation shall be permanent in nature and documents that will be preserved for specified period of time and outlines responsibilities to create, maintain and lawfully dispose of the records. It endorses the preservation of records in the Company's Archives.

❖ OBJECTIVE OF THE POLICY

The main objective of this policy is to ensure that all the statutory documents are preserved in compliance with the Regulations and as per Policy framed in compliance with the Regulations and to ensure that the records no longer needed or which are of no value are discarded after following due process for the same.

The major objectives of the policy are:

- To identify statutory records to be preserved.
- To identify records to be maintained either for a period of eight (8) years or permanently.
- To decide the mode of preserving the documents, whether in physical form or in electronic form.
- To help employees understanding their obligations in retaining and preserving the documents and records.
- Effective corporate governance and risk management;
- Effective information management to support the work of the administrations and provision of continued access to it at times when needed;
- Systematic disposal/destruction of Company's non-current records that have outlived their administrative usefulness.
- Identification of the Company's records that are of continuing administrative and historical value to warrant their transfer to and preservation in the Company's Archives

❖ DEFINITIONS

“Act” means the Companies Act, 2013, rules framed there under and any amendments thereto.

“Archival” means accumulation/storage of historical records on server/network or at a physical place.

“Board of Directors” or “Board” means collective body of directors of the company or its Committee;

“Company”, “This Company”, “The Company” wherever occurs in the policy shall mean Naturewings Holidays Limited

“Compliance Officer” means the Company Secretary of the Company

“Current” means running matter or whatever is at present in course of passage.

“Documents” means as defined in sub-section 36 of section 2 of the Companies Act, 2013

“Electronic Records” means as defined in Information Technology Act, 2000 or as amended from time to time.

“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 and as defined in Information Technology Act, 2000 or as amended from time to time.

“Listing Regulations” means the Securities and Exchange Board of India, (Listing Obligations and Disclosure Requirements) Regulations, 2015

“Maintenance” means keeping documents, either physically or in electronic form.

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

“Policy” means this Policy of Preservation of Documents of the Company;

“Records” in relation to this policy includes accounting records, books or papers and books and papers as defined in sub-section 12 of section 2, books of accounts as defined in sub-section 13 of section 2 of the Companies Act, 2013, statutory and other documents of material significance whether covered under this Policy or not.

“Register” means a register maintained under the Companies Act, 2013 or the SEBI Act.

❖ INTERPRETATION

Any other term not defined herein shall have the same meaning as ascribed to it under the Companies Act, 2013, Listing Agreement, Listing Regulations framed by the Securities Exchange Board of India or any other relevant regulation/legislation applicable to the Company.

❖ VALUE OF RECORDS

The Company understands the value of its records. Thus, attached to this Policy are the combinations of qualities that relate to their importance, usefulness or quality. The following values are offered by the records:

- Informational value – All information presented, whether written, pictorial or audio.

- Material value – Intrinsic information about the records that can be retrieved from the material itself, such as age, provenance, history, software.
- Cultural value – Encompasses a range of values such as political, religious, historical, ethical, aesthetic, and many other similar values.

As per this Policy, the Company shall preserve the qualities of all records as far as possible.

❖ **AUTHORITY AND RESPONSIBILITY**

The Company Secretary and / or Compliance Officer, as designated by the Board of the Company in this behalf, shall be responsible for the preservation of the records according to the time frame prescribed in the Policy for their preservation.

All staff and management of the company shall assist in implementing this Preservation Policy as appropriate to their roles and responsibilities.

❖ **CLASSIFICATION OF RECORDS**

Based on the requirement and for the purpose of effective management, the period for which the records of the Company shall be maintained have been classified into two categories:

- Documents whose preservation shall be permanent in nature;
- Documents whose preservation shall be at least eight (8) years.

The classification of the documents has been made in the Annexure which forms part of this Policy.

While prescribing different time period for preservation of records, the following aspects have been taken into account:

- (a) Compliance with statutory and regulatory requirements.
- (b) Satisfaction of the needs of SEBI/RBI/MCA inspectors to have access to certain records.
- (c) Satisfaction of the needs of internal and external auditors to have access to certain records.

The documents or records not covered by this Policy shall be maintained by the Company for the time period specified for their preservation under any statute or regulation by which they are governed.

❖ **ARCHIVAL POLICY**

The Company shall disclose on its website all such information as prescribed by the Companies Act, 2013, Listing Regulations and any other applicable law. The Company shall also disclose on its website all such events or information which has been disclosed to stock exchange(s) under Regulation 30(8) of the Listing Regulations. Such disclosures shall be hosted on the website of the Company for a minimum period of five (5) years and thereafter the same shall be archived.

- The document and records which are no longer current, but which are required to be preserved for a specified period of time or permanently under the applicable laws / rules / regulations shall be archived by the Company.
- The documents and records may be archived in physical and/or electronic mode as the Board of Directors of the Company may deem fit.
- The documents and records archived in electronic form shall be backed up automatically on a periodic basis.

- Documents and records which are no longer required to be preserved as per the provisions of this Policy may be destroyed in such manner as prescribed by the Company's Board of Directors.

❖ **LOCATION OF RECORDS**

As mandated by the Companies Act, 2013 or under any other statute, certain records shall be located at the registered office of the Company. The records for which no specific place has been specified under any statute shall be maintained at the corporate office of the Company or at any other place as may be approved by the Board, from time to time.

❖ **ACCESS AND AUTHENTICITY**

The preservation of the records of the Company is vital in order to ensure all current and future access to the records. Preservation is also concerned with ensuring the authenticity of records.

The Compliance Officer shall prepare a matrix for identifying persons who will be allowed to access different kinds of records maintained & preserved by the Company. Since the records are maintained at different levels and departments in the Company, therefore Functional Heads should be authorized to ensure the preservation and access to the Records under their jurisdiction.

❖ **RECORD RETENTION SCHEDULE**

The records referred to in **Annexure A** of this Policy shall be maintained permanently and the records which are required to be preserved permanently on the website of the Company shall be preserved in line with the **Website Archival Policy of the Company**.

The records referred to in **Annexure B** shall be preserved for at least eight (8) years and thereafter as per the discretion of the Board; records may be disposed of in the manner prescribed by it.

The Company shall maintain a register of preservation and disposal of records in the custody of the Compliance officer of the Company, wherein the brief particulars of the records preserved and/or removed from the location after the expiry of its preservation period shall be entered.

The register of preservation and disposal of records shall contain the following columns:

- a) Item Number;
- b) Brief Particulars of the records preserved/ disposed of;
- c) Date of creation of the record;
- d) Date of removal from the register;
- e) Whether preserved permanently or not; and
- f) Mode of destruction

This register of preservation and disposal of records shall be maintained permanently by the Company with the assistance of the Compliance Officer either in physical or electronic form.

❖ **RECORD APPRAISAL**

The Company shall at regular intervals carry out the appraisal of the records preserved as per this Policy. The purpose of the appraisal process is to ensure the records are examined at the appropriate time to determine whether or not they are worthy of archival preservation, whether they need to be

retained for a longer period as they are still in use, or whether they should be destroyed. The appraisal of records shall be undertaken only after the approval of the Board of the Company.

❖ **RISK-BASED APPROACH**

The Company adopts a risk-based approach in an endeavor to preserve the collection of its records. A preservation risk assessment for the whole collection shall be conducted and subsequently shall be reviewed periodically. The result of the risk assessment would be used to determine the urgency of preservation action: a low risk may simply indicate that the risk assessment should be re-calculated at a future date, whereas a high risk will trigger immediate action.

❖ **REVIEW OF THE POLICY**

This policy shall be reviewed from time to time so that the policy remains compliant with applicable legal requirements. The Company Secretary will keep the policy updated as per applicable statutory guidelines.

❖ **AMENDEMENT**

The Board shall have 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 according to subsequent modification(s) / amendment(s) to Regulations.

If there is any inconsistency between the terms of the Policy and the Listing Regulations, the provisions of the Listing Regulations shall prevail. Any amendments to the Listing Regulations shall mutatis mutandis be deemed to have been incorporated in this Policy.

ANNEXURE – A

INDICATIVE LIST

RECORDS TO BE PRESERVED PERMANENTLY

| SR. NO. | DOCUMENT/RECORD |
|----------------|---|
| 1. | Certificate of Incorporation/ Commencement of Business |
| 2. | Memorandum & Articles of Association |
| 3. | Minute Books of General Meetings, Board and Committee Meetings as per Companies Act, 2013 |
| 4. | License and Permissions |
| 5. | Register of Members |
| 6. | Index of Members |
| 7. | Agreements made by the Company with Stock Exchanges, Depositories, etc. |
| 8. | Records relating to Court Cases / CBI Cases / Police Cases/ Civil Suits/ Labour Court Cases/ Arbitration Cases. |
| 9. | Files relating to premises for instance Title Deeds/Lease Deeds of owned premises/land and building, etc. and related Ledger / Register |
| 10. | Authorization / licenses obtained from any statutory authority |
| 11. | Policies of the Company framed under various regulations |
| 12. | Register of preservation and disposal of records |
| 13. | Register of Power of attorneys, if any |
| 14. | Certificates obtained from various statutory authorities |
| 15. | Any other documents as may be applicable under any law, rules or regulation |

ANNEXURE – B

RECORDS TO BE PRESERVED FOR MINIMUM PERIOD OF EIGHT YEARS

| SR NO. | RECORDS |
|---------------|---|
| 1. | Instrument creating charge or modification (from the date of satisfaction of charge) as per Companies Act, 2013 |
| 2. | Register of Inter Corporate Loans and Investments as per Companies Act, 2013 |
| 3. | Annual Returns as per Companies Act, 2013 |
| 4. | Register of Deposits as per Companies Act, 2013 |
| 5. | Register of Allotment (from the date of each allotment) as per Companies Act, 2013 |
| 6. | Annual financial statements including: <ul style="list-style-type: none">➤ Annual accounts➤ Directors report➤ Auditors report |
| 7. | Vouchers / Voucher register and books of accounts as defined under sub-section 13 of section 2 of the Companies Act, 2013 |
| 8. | Income Tax Returns filed under Income Tax Act, 1961 |
| 9. | All notices in form MBP – 1 received from Directors and KMPs alongwith any amendment thereto |

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| 10. | Return of declaration in respect of beneficial interest in any share as per Companies Act, 2013 |
| 11. | Copy of newspaper advertisement or publications |
| 12. | All agreement entered into by the Company from the date of its termination |
| 13. | All show cause notice or any other notice received from any statutory, government departments, Judicial or Quasi-judicial authority etc. |
| 14. | Any other documents as may be applicable under any law, rules or regulation |

SPECIMEN FORMAT OF THE REGISTER OF DOCUMENTS DISPOSED-OFF / DESTROYED

| PARTICULARS OF DOCUMENT ALONG WITH PROVISION OF LAW | DATE AND MODE OF DESTRUCTION | INITIALS OF THE AUTHORISED PERSON |
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