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MINDA INDUSTRIES LIMITED

DOCUMENTS RETENTION AND ARCHIVAL POLICY

POLICY ON RETENTION AND ARCHIVAL OF DOCUMENTS

1. Background

The Board of Directors of Minda Industries Limited has approved the Documents retention and Archival Policy (“The Policy”) on March 30, 2016. This Policy has been formulated in accordance with the Regulation 9 read with Regulation 30(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. Objective of the Policy

The objective of this Policy is to ensure that all the necessary documents and records of the Company are adequately protected and preserved as per the statutory requirements and as defined here under. This Policy facilitates the employees in handling the documents efficiently either in physical form or in electronic form. It also covers the various aspects on preservation of the documents, their archival and safe disposal/destruction.

3. Definitions

- A. **“Authorised Person”** means the functional head of the concerned department or any other person duly authorised by the Board or the Managing Director of the Company.
- B. **“Board of Directors”** or **“Board”** shall mean the Board of Directors of Minda Industries Limited, as constituted from time to time.
- C. **“Company”** shall mean **“Minda Industries Limited”**.
- D. **“Documents”** shall mean all papers, records, files, books, tapes, CDs, DVDs, electronic storage devices etc., and the like as required to be maintained under any law or regulation for the time being in force.
- E. **“Listing Regulations”** shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“ListingRegulations”).

4. Classification for Preservation of Documents

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

Category-I Documents: Documents which are to be preserved permanently, either under Applicable Law or as determined by the Authorised Person. An indicative list of Category-I Document has been set out at *Annexure A*.

Category-II Documents: Document which are required to be preserved for not less than eight years after the completion of the relevant transactions under Applicable Law or as determined by the Authorised Person. An indicative list of Category-II Document has been set out at *Annexure B*.

Category-III Documents: Documents not covered in Category-I and Category-II above, whether required to be preserved under Applicable Law or determined by the Authorised Person.

The documents under Category-III shall inter-alia cover the documents which are required to be preserved for their minimum retention period as described in the Technical Specification Manual (TS Manual) that has been circulated internally to all departments of Plants located at several places and subsequent amendments thereto.

Temporary Records:

Temporary records include all business documents that are intended to be superseded by final or permanent records, or which are intended to be used only for a limited period of 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 of 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 pertaining to 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.

5. Roles and Responsibilities

This policy is applicable to all departments and plants of the Company. Each employee shall abide by the Policy. The Authorised Person shall guide the employees and ensure that they identify and classify documents and take appropriate action with regard to their preservation in accordance with this Policy. The Authorised Person shall be responsible for maintenance, preservation and destroying of documents in respect of the areas of operations falling under the charge of each of them, in terms of this policy.

6. Custody of the Documents

Subject to the applicable Law, the custody of the documents shall be with the Authorised Person.

Important original documents shall be kept in a secure location. Electronic data shall be backed-up by the IT department.

Notwithstanding anything contained elsewhere in the Policy but subject to the requirements of Applicable Law, the Authorised Person may permit other means of storage including usage of a third party service provider or a centralized system of storage for the Preservation of Documents.

Notwithstanding anything contained above, where any documents are required to be maintained at the Registered Office of the Company, then they shall be maintained at such place.

7. Disposal of documents

After the expiry of the retention period, the preserved documents as classified above may be shredded or destroyed in such mode under any instructions approved by the Authorised Person. However for secrecy, the Authorised Person should ensure that no preserved document in physical mode, after the retention period, be sold out in the market or reused. Destruction of documents as a normal administrative practice will also be followed for the records which are duplicate/unimportant/irrelevant.

Where there is no such requirement of the statutory retention period, the documents may be retained for such period and then destroyed, as deemed fit by the Authorised Person.

In the event the Company is served with any Notice for documents from any of the Statutory Authorities or any Litigation is commenced by or against the Company, than the destruction of documents which are subject matter of Notice/Litigation, etc. shall be suspended till such time the matter is settled or resolved or disposed of. The Authorised Person shall immediately inform all concerned employees of the Company for suspension of further destruction of documents.

8. E-Mail Policies

All electronic communication systems as well as 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 in connection with the use of Company equipment or with the transmission, receipt, or storage of information using the Company's equipment. Authorized Company personnel may access communications and stored information at any time 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, frauds 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.

9. Register of documents destroyed

A register of the Documents disposed/destroyed shall also be maintained. It shall state the brief particulars of the Documents destroyed, date of disposal/destruction and the mode of destruction. The

entries in the register shall be authenticated by the Authorised Person.

The format of the register has been set out at *Annexure-C*.

10. Dissemination of this Policy

For all new Employees, a copy of this policy shall be handed over as a part of the joining documentation, along with other HR related policies. For all existing Employees and Directors, a copy of this policy shall be e-mailed / handed over within one month of the adoption of this Policy by the Board of Directors of the Company and shall also be posted on the web-site of the Company.

11. Archiving of Documents which are hosted on the Company's website

The Company is required to disseminate and host the information and documents on its website under various provisions of the Listing Regulations, Companies Act, 2013 and other applicable laws. The Company is also required to frame an Archival Policy to shift such information and documents in Archives.

The list of information and documents to be disseminated by the Company on its website along with the period of hosting and archiving has been set out at *Annexure-D*.

12. Effective Date

The Policy as approved by the Board of Directors shall be effective from March 30, 2016.

13. 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 Company Secretary, who is in charge of administering, enforcing and updating this policy.

Annexure - A

Documents whose preservation shall be permanent in nature

S.No	Nature of Document(s)
01	Registration Certificates
02	Licenses & Statutory Approvals
03	Statutory Registers required under applicable laws
04	Audited financial statements
05	Minutes of General Meeting
06	Minutes of Board Meeting
07	Minutes of various Committee Meetings
08	Material Agreements/Contracts, such as Joint Venture Agreements, Business Transfer Agreements, Share Purchase Agreements, Technical Assistance Agreements.
09	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.
10	Intellectual Property Documents shall include, but shall not be limited to Copyrights, Trademarks, Patents, and Industrial Designs. Intellectual Property Rights Documents that are owned by the Company shall be retained by the Company permanently.
11	Investment Documents/proofs including certificates etc.
12	Documents relating to any property owned by the Company shall be retained perpetually.
13	Any other document as may be required to maintain permanently in terms of applicable law(s), maintained and preserved from time to time.

Annexure - B

Documents with preservation period of not less than eight years after completion of the relevant transactions

S.No	Nature of Document(s)
01	Books of Account together with relevant vouchers (Not less than 8 financial year)
02	Instrument Creating a Charge or modification thereon(8 years from the date of satisfaction of charge)
03	Register of debenture holders or any other security holders (8 years from the date of redemption of debentures or securities)(MGT-2)
04	Copies of all annual returns prepared under Section 92 of the Companies Act, 2013 and copies of all certificates and Documents required to be annexed thereto (8 years from date of filing with the Registrar)
05	Foreign register of debenture holders or any other security holders (8 years from the date of Redemption)
06	All notices pertaining to disclosure of interest of directors(MBP-1)for a period of 8 years from the end of the financial year to which it relates)
07	All certificates surrendered to a company (3 years from date of surrender)
08	Register of deposits (not less than 8 years from the date of last entry)
09	The postal ballot and all other papers relating to postal ballot including voting by electronic means, (as long as they remain current or for 8 financial years), whichever is later.
10	All books and documents relating to the issue of share certificates, including the blank forms of share certificates not less than 30 years
11	Attendance Register for Board Meeting and recording of attendance of Meetings through Electronic Mode (8 Financial years)(SS-1)
12	Copies of Notices, Agenda, Notes on Agenda and papers related to Board Meeting. (8 Financial Years) (SS-1)
13	Office copies of Notices, scrutinizer's report, and related papers (as long as they remain current or for 8 financial years), whichever is later (SS-2)
14	Personnel Documents- The Company is required to keep certain documents relating to recruitment, employment and personnel information, performance review, action taken by or against any employee, complaints by or against any employee. These Documents relating to Employment or Personnel information shall be retained for a period of at least 8 (Eight) years.
15	Insurance Policies under various policies
16	Tax records includes, but are not limited to Documents concerning tax assessment, tax filings, tax returns, proof of deductions, appeal preferred against any claim made by the relevant tax Authorities. Tax Records shall be maintained for a period of 8 or for a period of 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.

17	Licenses shall be retained 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.
18	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.
19	Any other document as may be required to maintain in terms of applicable law(s), maintained and preserved from time to time.

Annexure - C

The format of the register of Documents disposed/destroyed -

Particulars of document	Date of destruction	Mode of destruction	Initials of the Authorised person

Annexure – D

Time period for disclosure of information and documents on Company's website and thereafter in Archives.

Sl. No.	Nature of information / document	To be hosted on the website	In Archives
1.	Details of its business	Permanently, to be updated from time to time.	-
2.	Terms and conditions of appointment of independent director(s)	Up to tenure of the Independent director	To be kept in Archives for 3 years
3.	Composition of various committees of board of directors	Permanently, to be updated from time to time.	-
4.	Code of conduct of board of directors and senior management personnel	Permanently, to be updated from time to time.	-
5.	Details of establishment of vigil mechanism/ Whistle Blower policy	Permanently, to be updated from time to time.	-
6.	Policy on dealing with related party transactions	Permanently, to be updated from time to time.	-
7.	Policy for determining 'material' subsidiaries	Permanently, to be updated from time to time, as and when applicable	-
8.	The email address for grievance redressal and other relevant details	Permanently, to be updated from time to time.	-
9.	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor	Permanently, to be updated from time to time.	-
10.	Financial information including:		
	(i) notice of meeting of the board of directors where financial results shall be discussed	1 year	To be kept in 1 Archiv for e year
	(ii) financial results, on conclusion of the meeting of the board of directors where the financial results were approved	5 years	To be kept in 1 Archiv for e year

	(iii) complete copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report etc.	5 years	To be kept in 3 Archives for 3 years.
11.	Shareholding pattern	3 years	To be kept in 2 Archives for 2 years.
12.	Details of agreements entered into with the media companies and/or their associates, etc.	For life time of the agreement	To be kept in 1 Archive for 1 year
13.	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	1 year	To be kept in Archives for 1 year
14.	New name and the old name of the listed entity for a continuous period of one year, from the date of the last name change	1 year	To be kept in Archives for 1 year
15.	Copies of advertisements published in Newspapers:		
	(a) notice of meeting of the board of directors where financial results shall be discussed	1 year	To be kept in 1 Archive for 1 year
	(b) financial results, as specified in regulation 33, along-with the modified opinion(s) or reservation(s), if any, expressed by the auditor.	1 year	To be kept in 1 Archive for 1 year
	(c) statements of deviation(s) or variation(s) as specified in sub-regulation (1) of regulation 32 on quarterly basis, after review by audit committee and its explanation in directors report in annual report	1 year	To be kept in 1 Archive for 1 year

	(d) notices given to shareholders by advertisement.	1 year	To be kept in 1 Archiv for e year
16.	Disclosures made on the website of all such events or information which has been disclosed to the stock exchanges under Regulation 30 of the Listing Regulations.	5 years	To be kept in 1 Archiv for e year
17.	Other information or documents as may be prescribed / amended under applicable Laws or by Authorised person	Permanent or for such time period as may be prescribed there under	To be kept in 1 Archiv for e year