

JARDINE HENDERSON LIMITED

CIN: L51909WB1947PLC014515

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POLICY FOR PRESERVATION AND ARCHIEVAL OF DOCUMENTS

1. Preface

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015 (“Listing Regulations”) has imposed certain obligations and disclosure requirements on all listed entities. One of the obligations for all listed entities pursuant to Regulation 9 is the formulation and putting in place a policy for preservation of documents.

The Board of Directors (the “Board”) of Jardine Henderson Limited (the “Company”) has approved the following Policy (“The Policy”) of the Company for preservation of Documents /Records maintained by the Company either in Physical Mode or Electronic Mode (hereinafter referred to as “the Documents”)to comply with the requirements of Regulation 9 of the Listing Regulations.

2. Definitions

- “**Act**” means the Companies Act,2013.
- “**Applicable Laws**” means any law, rules, circulars, guidelines or standard issued by Securities Exchange Board of India, Ministry of Corporate Affairs and the Institute of Company Secretaries of India under which the preservation of the Documents has been described.
- “**Board**” means the Board of Director of Jardine Henderson Limited.
- “**Company**” means Jardine Henderson Limited.
- “**Documents**” means 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.
- “**Preservation**” means to keep in good order and to prevent from being altered, damaged or destroyed.
- “**Listing Regulations**” means The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).
- “**Authorized Person**” means any person duly authorized by the Board.

3. Purpose of the Policy

The purpose of this Policy is to ensure that the all the necessary documents and records of the Company are adequately protected and preserved as per the statutory requirements and to ensure that the records of the Company which are no longer needed or are of no value are discarded after following the due process for discarding the same.

4. Classification

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

- a) Where there is a period for which a Document is required to be preserve as per the Applicable Laws, for the period required by Applicable Laws.
- b) Where there is no such requirement as per Applicable Law, then for such period as the document pertains to a matter which is “Current”.
- c) In case of any other Document, for such period, as Competent Officer of the Company required to handle or deal with the Document takes a consider view about its relevance; Provided that generally speaking, a Document may be preserved for a period of 8 years from the date on which the Document was originated.

Attached **Annexure-I** & **Annexure-II** are Documents Preservation Schedules that are approved as the Initial Schedule for maintenance, preservation and disposal of Documents.

5. Modes of Preservation

- The Documents may be preserved in:
 - Physical Form or
 - Electronic Form
- The officer of the Company required to preserve the Document shall be Authorized Person who is generally expected to observe the compliance of 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.
- The preserved Documents must be accessible at all reasonable times. Access may be controlled by Authorized Person with preservation, so as to ensure integrity of the Documents and prohibit unauthorized access.

6. Custody of the Documents

Subject to the Applicable Law ,the custody of the Documents shall be with the Authorized Person. Where the Authorized Person tenders 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 Company Disc, other storage devices or such other Documents and devices in his possession under the Policy to the Company Secretary/ Director or to such other person as the Board may authorize for the time being.

7. 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.

A register of the Documents disposed off shall also be maintained. It shall state the brief particulars of the Documents destroyed, date of disposal/ destruction and the mode of destruction. The format of the register has to be in accordance with **Annexure-III**.

8. Conversion of the form in which the Documents are preserved

The physical Documents preserved may be converted, whenever required or felt necessary, into electronic form to ensure ease in maintenance of records and efficient utilization of space.

9. Amendments

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace this policy entirely with a new policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

ANNEXURE-I
DOCUMENTS PRESERVATION SCHEDULE

| CORPORATE RECORDS | | |
|---|---|--|
| Sr. No. | Record Type | Preservation Period |
| Documents to be retained permanently | | |
| 1 | Common Seal | Permanent |
| 2 | The memorandum and articles of the company | |
| 3 | Minutes Books of Board, General Meetings and Committees Meetings | Permanent |
| 4 | Statutory Registers | Permanent |
| 5 | License and Permissions | Permanent |
| 6 | Statutory Forms except for routine compliance | Permanent |
| 7 | Scrutinizers Reports | Permanent |
| 8 | Register of Members | Permanent |
| 9 | Index of Members | Permanent |
| 10 | Material Agreements/Contracts | Permanent |
| 11 | Orders issued by Courts/Statutory bodies | Permanent |
| 12 | Any other document as may be required to maintain permanently in terms of applicable law(s), maintained and preserved from time to time. | Permanent |
| Documents to be retained for a minimum period of 8 years | | |
| 13 | Annual Returns | 8 years from the filing with the Ministry of Corporate Affairs |
| 14 | Board Agenda and supporting documents | 8 years |
| 15 | Attendance Register | 8 years |
| 16 | Office copies of Notice of General Meeting and related papers | 8 years |
| 17 | Office copies of Notice of Board Meeting / Committee Meeting, Agenda, Notes on Agenda and other related papers | 8 years |
| 18 | All notices pertaining to disclosure of interest of directors for a period of 8 years from the end of the financial year to which it relates. | 8 years |
| 19 | Instrument creating a charge or modification (8 years from date of satisfaction of charge) | 8 years |
| 20 | All books and documents relating to the issue of share certificates, including the blank forms of share certificates not less than 30 years | 8 years |

ANNEXURE-II

The following categories of Documents may be destroyed as normal administrative practice:

- catalogues;
- copies of press cuttings, press statements or publicity material;
- letters of appreciation or sympathy, or anonymous letters;
- requests for copies of maps, plans, charts, advertising material or other stock information
- calendars, office diaries;
- facsimiles where a photocopy has been made;
- telephone message;
- drafts of reports, correspondence, speeches, notes, spread sheets, etc.

ANNEXURE-III

Register for Disposal of Records

| Particulars of Documents along with provision of applicable Laws | Date & mode of destruction | Date of approval of the Board/Other Authority | Initials of the Authorized Person |
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Approved By: Board of Directors

Date:28th January' 2016