

Sophia Exports Limited

POLICY ON PRESERVATION OF DOCUMENTS

OBJECTIVE

- The corporate records of Sophia Exports Limited (hereinafter referred to as “Company” or “SEL”), either in physical or in electronic form, are an important assets of the Company. The Company is guided by various legal, regulatory and statutory requirements as applicable from time to time, with regard to record maintenance, record retention and destruction of obsolete records.
- Securities and Exchange Board of India (hereinafter referred to as “SEBI”), by its Notification dated September 2, 2015, has issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) which have come into effect from December 1, 2015.
- Regulation 9 the Listing Regulations require the Company to have a Policy for preservation of documents, approved by its Board of Directors.
- In view of the above, SEL has framed this Policy for Preservation of Documents (hereinafter referred to as “Policy”) to provide a framework for preservation of documents maintained by the Company under various applicable laws.

SCOPE

- This Policy provides a framework for ensuring that official records and documents, both physical and electronic are adequately maintained and protected. The Policy also deals with the retrieval process and disposal/ destruction of obsolete records.
- This Policy covers records retained at Company’s own location and/ or at location of Registrars/ Agents appointed by the Company.

DEFINITIONS

- a) **“Board of Directors”** or **“Board”** means the Board of Directors of the Company, as constituted from time to time.
- b) **“Preservation”** is maintenance of documents, files and records in usable form and to prevent from being altered, damaged or destroyed.
- c) **“Records”** means recording of information in any form including data in computer systems, created or retrieved and maintained by an organisation or person in the transaction of business or the conduct of affairs and kept as evidence of such activity.

The words and phrases used in this policy and not defined here shall derive their meaning

Sophia Exports Limited

from the Applicable Laws.

CLASSIFICATION OF DOCUMENTS AND THEIR MAINTENANCE

- All records, whether held in the physical form or in the electronic media, will be kept in good condition, stored safely and in an orderly manner to facilitate ease of retrieval.
- The documents are broadly classified into following categories:
 - Permanent Documents: Certain documents of the Company are required to be retained permanently under the laws applicable to the Company.
 - Documents to be preserved for a period of not less than eight (8) years: Certain documents of the Company are required to be retained for a period of not less than eight (8) years under the laws applicable to the Company.
- The Policy requires the Company to maintain the documents in physical form or electronic form or in both, permanently or for a specified period of time, as may be applicable.
- Managing physical records involves identification, labelling, filing, storing, archiving and disposal. Managing electronic or digital records involves storing, safeguarding, providing back up and ensuring alternate locations for easy retrieval.

PROVISIONS WITH REGARD TO THE PRESERVATION OF DOCUMENTS

- The Company is, from time to time, required to retain certain documents in order to ensure legal compliance, and also to accomplish corporate objectives. Such documents are required to be preserved either permanently or for a specific period of time. Documents that bear special consideration and minimum retention period are identified in the Documents Retention Schedule given in the Annexure A (Documents to be preserved for a period of not less than eight (8) years) & Annexure B (Permanent Documents).
- Documents Maintenance and Storage:
 - All documents shall be maintained, either in physical form or electronic form or both, by the respective Departments of the Company, to which such document pertains.
 - Each Department is responsible for keeping track of the location and contents of all physical records for which they are responsible. The respective Departments will ensure that physical records are kept in good condition, stored safely in an orderly manner and correctly labelled to facilitate ease of retrieval. They will also ensure confidentiality of the records and ensure that no unauthorized person gets access to the records.

Sophia Exports Limited

- Records and Registers relating to Members, shares and other securities of the Company, including Members' Register, shall be maintained by the Company's Registrars & Share Transfer Agent appointed by the Company.
- The respective departments will ensure that electronic records are stored safely on computers and password protected for confidentiality, and backed up on servers or external hard drives or in any other appropriate manner for easy retrieval. They will also ensure confidentiality of the records and ensure that no unauthorized person gets access to the records.

DISPOSAL OF RECORDS

- After the expiry of the period specified in the Documents Retention Schedule given in the Annexure A & B, the documents/records may be destroyed or disposed of in compliance with the provisions prescribed under the applicable laws and keeping in view this Policy of the Company. All documents containing information of a confidential or sensitive nature on paper, card or electronic media must be securely destroyed when it is no longer required.
- The Company shall maintain a register as specified in Annexure C, wherein it shall enter brief particulars of the documents destroyed and all entries made therein shall be authenticated by the Head of the Department or such other person as may be authorized by the Board for the purpose. Inspection of this register is restricted.

REVIEW

This Policy has been adopted by the Board of Directors of the Company and the Board may review and amend the Policy from time to time, pursuant to any change in law or otherwise. The Company shall be free to devise and implement any supplementary or other policies and guidelines in respect hereof for better implementation of this Policy.

DISCLOSURE

The details of policy shall be disclosed on the Company's website i.e. www.sophiaexport.com.

AMENDMENT

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 applicable Regulations. However, any amendment in the applicable laws and Listing regulation shall be binding even if not incorporated in this Policy.

Sophia Exports Limited

ANNEXURE - DOCUMENTS RETENTION SCHEDULE

<u>Annexure A</u>
Documents to be preserved for a period of not less than eight (8) years
Proxy Forms
Representation Letters
Annual Reports
Annual Returns
Consent and Resignation Letters received from the Directors/KMPs
Agenda of Board and Committee Meetings
Office copies of Notices of General Meeting and related papers
Quarterly and Annual Financial Statements (including Board Report and Auditors' Report)
NSDL/CDSL Files
Declaration by Directors u/s 164 of the Companies Act, 2013
Declaration by the Directors u/s 184 of the Companies Act, 2013 along with other disclosures of interest
Notice of General Meeting, Board Meeting and Committee Meetings
Documents on which common seal of the company is affixed
Advertisements published
Disclosures under Listing Regulations, SEBI (Prevention of Insider Trading) Regulations, 2015 and SEBI (Substantial Acquisition of shares and Takeover) Regulations, 2011, as required
Books of Accounts
Instrument creating charge or modification

Sophia Exports Limited

<u>Annexure B</u>
Permanent Documents
Certificate of Incorporation
Certificate of Change in Name (if any)
Common Seal
Memorandum and Articles of Association as amended from time to time
Counter folios of Share Certificates issued from time to time
Minutes Book (Board, Committee, General Meeting)
Circular Resolutions and Certified Copies of Resolutions passed at board meetings
Licenses and Permits
Statutory Registers
Scrutinizers' Report
Register of Members/ Index of Beneficial Owner
Index of Members
Listing Agreement with Stock Exchanges
Central/State Government approvals received
Any other Document / Information / Record as per the provisions of any other applicable Law or Regulation to the extent applicable to the Company

ANNEXURE C

Sophia Exports Limited

Specimen format of the register of documents disposed-off / destroyed

Sl. No.	Particulars of documents destroyed	Date and mode of destruction with the initials of Secretary or other authorised person
