



Policy on Preservation of Documents

(Effective from 31st October, 2019)

M/s. HERITAGE FOODS LIMITED

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1.0 Introduction

In terms of Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), the Board of Directors (the **“Board”**) of Heritage Foods Limited (HFL) has adopted this Policy for Preservation of Documents, as required under applicable regulations.

2.0 Effective Date

This Policy is effective from **31st October, 2019**.

In any circumstance, where the terms of this policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this Policy and procedures until such time as this Policy is changed to conform to the law, rule, regulation or standard.

3.0 Objectives

To determine preservation period for records/documents based on their reference value and legal requirements. The following aspects are considered while arriving at the preservation period:

- Company's own information retrieval needs (reference value)
- Statutory requirements under respective statutes.
- Litigation requirements
- To ensure easy retrieval.
- To ensure that unwanted records do not occupy storage space.

4.0 Definition

In this policy unless the context otherwise requires

- a. **“Act”** means the Companies Act, 2013 and rules made there under, as amended from time to time.
- b. **“SEBI Regulations”** shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time.
- c. **“Company”** means Heritage Foods Limited
- d. **“Document”** includes summons, notice, requisition, order, declaration, form and register, agreements & memorandum of understanding etc., whether issued, sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form;
- e. **“Key Managerial Personnel”** or **“KMP”** shall have the same meaning described to it under the Act.
- f. **“Board”** or **“Board of Directors”** shall mean the Board of Directors (including the Board committees) of the Company, as may be re-constituted from time to time
- g. **“Financial Year”** shall have the same meaning described to it under the Act.

- h. **“Electronic Form”** with reference to information means any information generated, sent, received or stored in media, magnetic, optical, computer memory, micro film, computer generated micro fiche or similar device.

The words or expressions used but not defined herein, but defined under Companies Act, 2013 or the SEBI Regulations shall have the same meaning assigned therein.

5.0 Scope

These guidelines will be valid for determining preservation period for commercial and legal records; and will be applicable to all locations of the Company.

6.0 Custody

6.1 Following documents/registers/books shall be kept in the custody of the company secretary:

- i. Minutes Book
- ii. Register of Members along with the index
- iii. Foreign register of members
- iv. Register of Debenture holders or any other security holders along with the index
- v. Foreign Register of Debenture holders or any other security holders
- vi. Notice received in Form MBP – 1
- vii. Register of Loan, guarantee, security and acquisition (MBP-2)
- viii. Register of Investments in shares or other securities beneficially held by the company but which are not held in its own name (MBP-3)
- ix. Register of Deposit
- x. Register of Contracts or arrangements in which directors are interested (MBP-4)
- xi. Register of Renewed and Duplicate Share Certificate (SH-2)
- xii. Register of Directors Attendance in Board Meeting and Committee Meetings
- xiii. Register of Directors and KMP (Section 170)
- xiv. Register of Employee Stock Option (SH-6)
- xv. Register of Buy back of securities (SH-10)
- xvi. All books and documents relating to the issue of share certificates in case of disputed cases
- xvii. Register of transfer
- xviii. Register of Records and Documents destroyed
- xix. Such other registers/records as are required to be maintained under this Act.

The Board may, however, authorise any other person /Director for this purpose.

6.2 Postal Ballots and all other papers relating to postal ballot including voting by electronic means, upon receipt from the scrutinizer shall be kept in the custody of the Company Secretary or such other person as may be authorised in this behalf by the board.

6.3 The Company Secretary/RTA shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates, including the blank forms of share certificates.

6.4 All documents, papers, returns and correspondences required to be maintained under the SEBI Laws shall be kept in the custody of the Company Secretary or any other person authorised by the Board of this purpose.

7.0 Preservation Period

The preservation period starts with the conclusion of financial year, in which the document has been formed or the last entry was made; the preservation period of agreements starts with the end of the financial year in which the agreement period expires.

For determining the preservation period, the records are categorized into following two categories:

7.1 Permanent Preservation:

The following Registers/documents shall be kept permanently:

- i. Minutes of all Meetings (shareholders, Boards and its Committee). In case of merger or amalgamations, minutes of all meetings of the transferor company, as handed over to the company
- ii. Register of members (MGT-1) along with the index
- iii. Foreign Register of Members, if any, unless it is discontinued and all the entries are transferred to any other foreign register or to the principal register
- iv. Register of Loan, Guarantee, Security and Acquisition (MBP-2)
- v. Register of Investments in shares or other securities beneficially held by the company but which are not held in its own name (MBP-3)
- vi. Register of Contracts or Arrangements in which directors are interested (MBP-4)
- vii. Register of Renewed and Duplicate Share Certificates (SH-2)
- viii. All books and documents relating to the issue of share certificates in case of disputed cases;
- ix. Register of Charges (CHG-7)
- x. Register of Directors Attendance in Board Meeting and Committee Meetings;
- xi. Register of Directors and KMP (Section 170)
- xii. Register of Records and Documents destroyed
- xiii. Original Purchase and Sale Agreements
- xiv. Property Card, Ownership records issued by government Authority

The Minute Books of General Meetings and registers, mentioned in serial no. i, iv, v, vi, vii, ix, xiv shall be kept at the Registered office. The minutes books of the Board including committee meetings and registers mentioned in Serial No. ii, iii, viii, x, xi, xii, & xiii shall be kept at the registered office or such other place as the Board shall decide in compliance with the Act and the Articles of Association of the Company.

7.2 Temporary Preservation up to 8 Years:

The following Registers/documents shall be kept for a minimum period of 8 years:

- i. Office copies of Notices, Agenda, Notes on Agenda of the Shareholders, Board and its Committee meetings, scrutiniser's register, scrutiniser's report and other related papers;
- ii. In case of merger or amalgamation, Office copies of Notices, Agenda, Notes on Agenda, scrutiniser's register, scrutiniser's report and other related papers of the transferor company, as handed over to the Company;
- iii. Copies of all annual returns and copies of all certificates and documents required to be annexed thereto-from date of filling with the Registrar;
- iv. Notices received in Form MBP-1 from the end of the financial year to which it relates
- v. Notice of disclosure of interest by the Directors, officers and substantial shareholders under Model Code of Conduct.
- vi. Agreement with Financial Institutions/ Bank under section 85 of Companies Act,2013

- vii. Register of buy-back of securities
- viii. Register of allotment
- ix. Register of payment of dividend
- x. Register of Director's attendance
- xi. Register of proxies
- xii. Register of inspection
- xiii. Documents related to issue of sweat equity shares
- xiv. Certificate received from Secretarial Auditors
- xv. Documents filed with Registrar of Companies (ROC)/ BSE Ltd/ National Stock Exchange of India Limited/ PF/ESI/IEPFA/Any other Statutory Authorities
- xvi. Court order/CLB order
- xvii. Annual Reports
- xviii. Replies to show cause notices.
- xix. Record of issued and cancelled share
- xx. Register of transfer of shares
- xxi. Register of transmission of shares
- xxii. Register/documents related to postal ballot
- xxiii. Annual Plans and Budgets
- xxiv. Books of Accounts together with the vouchers, sales invoices, Purchase Orders, Transfer Pricing documents, payments & receipts, relevant to any entry in such books of accounts—from the end of the financial years to which it relates;
- xxv. Contracts, Agreements and related correspondence (including and proposal that resulted in the contract and other supportive documentation)
- xxvi. Assessment orders and all relevant documents with tax Department.
- xxvii. Insurance policies, Internal Audit Report, Business Agreements, and Documents related to employee full & final settlement, Attendance Registers, Offer letters, Appointment letters, Interview Evaluation Sheets.

Register/Records required to be maintained under the Act but not expressly mentioned here, shall be maintained for a minimum period of 8 years.

Note: The documents/returns etc which are with the Court of law shall not be destroyed till completion of the on-going litigation and 8 (eight) financial years thereafter.

7.3 Documents relating to Incorporation

The Company shall maintain preserve at its Registered Office, copies of all documents and information as originally filed under the previous Companies Act, 1956, as far as possible, till its dissolution under this Act.

7.4 Postal Ballot and all other related papers

The postal ballot and all other papers relating to postal ballot including voting by electronic means shall be preserved for such period as prescribed under this Act.

7.5 Maintenance of Share Certificate forms and related books and documents

All books and documents relating to the issue of share certificates, including the blank forms of share certificate shall be preserved in good order for not less than thirty years. All certificates surrendered to the Company shall immediately be defaced and be kept for a minimum period of three years from the date on which they are surrendered. However, this will not apply to cancellation of certificates of securities under Section 6(2) of the Depositories Act, 1996.

7.6 Documents and returns under various SEBI Laws

The Documents, papers, returns and correspondences required to be submitted maintained under various SEBI laws shall be preserved for such period as mentioned in respective SEBI Laws or if no period is prescribed, for a minimum period of 8 years.

The documents mentioned shall be kept at the Registered Office of the Company or such other place as the Board shall decided in compliance with the Act and he Articles of Associations of the Company.

8.0 Preservation of Corporate Policies:

The Company shall preserve permanently various policies framed under Companies Act, 2013 and SEBI regulations from time to time viz:

- i. Code of Conduct & Ethics for Board & Senior Management
- ii. Code of Conduct for Fair Disclosure of Unpublished Price Sensitive Information
- iii. Code of Conduct to Regulate, Monitor & Report Trading by Insiders
- iv. Whistle Blower Policy
- v. Policy on Materiality of Related Party Transactions
- vi. Corporate Social Responsibility Report
- vii. Remuneration policy for Directors, Key Managerial Personnel and other employees
- viii. Board Evaluation Framework
- ix. Policy for determining Material Subsidiaries
- x. Anti Sexual Harassment Policy
- xi. Risk Management Policy
- xii. Policy on Preservation of Documents

9.0 Mode of Preservation

Records/documents may be preserved either physically or in electronic form.

The preservation location will be the concerned department. If the location is other than the concerned department, the same should be documented and kept in a file for reference purpose in the respective department. In case of critical documents which need to be preserved for very long periods or permanently, the same shall be preserved in fire proof or other such secure cabinets.

10.0 Disposal of Registers/Documents

“The registers/documents mentioned above shall be destroyed in accordance with the provisions contained in the Act and the SEBI Laws after approval by the Board in presence of one of the following officials authorised for verification of the process:

- Any One Official from the Company
 1. President, or
 2. Chief Financial Officer or
 3. Company Secretary of the Company
- And**
- Any One of the following professionals:
 1. Company Secretary in Practice or
 2. Chartered Accountant in Practice or
 3. Advocate

Also, the Company Secretary in Practice or Chartered Accountant in Practice or Advocate shall issue a certificate confirming their presence and witnessing the destruction process, which shall be countersigned by any one of the above mentioned Company official, present during destruction of the documents.

However, the documents mentioned in Serial No.(ii) of Clause 7.2 only after permission of the Central Government

The Board shall review at least once every year, the list of documents that may be destroyed. Also, the Board shall take note if in any financial year, no destruction of the documents is carried out by the Company.

The Company shall maintain a Register of Records and Documents Destroyed containing the particulars of documents destroyed, the year to which it pertains, mode of destruction etc., each entry in this register shall be verified by the President of the Company, the Chief Financial Officer and the Company Secretary of the Company, severally authorised and countersigned by the Company Secretary in Practice or Chartered Accountant in Practice or Advocate.

The concerned employee shall be responsible for taking into account the potential impact on preservation/destruction of the documents in their work area and their decision to retain/preserve/destroy documents pertaining to their area of work.”

11.0 Exclusion

Documents/records in respect of which any investigation/enquiry is pending or in respect of which any legal proceeding is pending or which is part of any legal dispute are not covered under this policy.

12.0 Review

The policy has been approved by the Board of Directors of the Company. The Board, however, may review this policy as and when it deems appropriate. This policy is being formulated keeping in mind the applicable laws, rules, regulations and standards in India. If there is an amendment in such laws, rules, regulations and standards, allowing standards, then this Policy shall be deemed to have been amended to the extent of such amendment. Also, if due to subsequent amendment in the laws, this Policy or any part hereof becomes inconsistent with the law, the provisions of law shall prevail and this Policy shall be deemed to be amended to that extent.
