



POLICY FOR PRESERVATION OF DOCUMENTS

1. Introduction

The Securities and Exchange Board of India (“SEBI”) issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ‘SEBI LODR Regulations, 2015’) on September 02, 2015, effective from December 01, 2015, with an aim to consolidate and streamline the provisions of listing agreements thereby ensuring better enforceability.

This policy is in pursuance to Regulation 9 of the SEBI LODR Regulations, 2015, on preservation of the Documents to aid the employees in handling the Documents efficiently. It not only covers the various aspects on preservation of the Documents, but also beneficial for the safe disposal/destruction of the Documents and keeping a record of the same.

In this context, the following policy has been framed by the Board of Directors of ZR Infra Limited at its meeting held on 20.12.2022 with the objective of classifying various documents, records and registers for the purpose of maintenance and preservation.

The Company believes in promoting a fair, transparent, ethical and professional work environment and this Policy aims to preserve Documents /Records maintained by the Company either in Physical Mode or Electronic Mode (hereinafter referred to as “the Documents”).

2. Definitions

2.1 “Act” means the Companies Act, 2013, Rules framed thereunder and any amendments thereto.

2.2 “Applicable Law” means any law, rules, circulars, guidelines or standards under which the preservation of the Documents has been prescribed.

2.3 “Authorized Person” means any person duly authorized by the Managing Director/Chairman.

2.4 “Board” means the Board of directors of the Company or its Committee.

2.5 “Books of Account” as per Section 2(13) of the Companies Act 2013 includes records maintained in respect of-

- i. all sums of money received and expended by a company and matters in relation to which the receipts and expenditure take place;
- ii. all sales and purchases of goods and services by the company;
- iii. the assets and liabilities of the company; and
- iv. the items of cost as may be prescribed under section 148 in the case of a company which belongs to any class of companies specified under that section;

2.6 “Company” means ZR Infra Limited.

2.7 “Current Document(s)” means any Document that has an ongoing relevance with reference to any ongoing litigation, proceedings, complaint, dispute, contract or any like matter.

2.8 “Document” as per Section 2(36) of the Companies Act 2013 includes summons, notice, requisition, order, declaration, form and register, 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;

2.9 “Electronic Record(s)” means the electronic record as defined under Clause (t) of Sub-section (1) of Section 2 of the Information Technology Act, 2000.

2.10 “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.

2.11 “Maintenance” means keeping Documents, either physically or in Electronic Form.

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

2.13 “Register” means documents and records required to be maintained under:

- i. The Companies Act 2013 and Rules thereunder
- ii. SEBI Regulations
- iii. Secretarial Standards
- iv. Any other law for the time being in force

2.14 “Records” means documentary evidence of past events or transactions.

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

The words and phrases used in this Policy and not defined here shall derive their meaning from the Applicable Law.

3. Objective

The objective of this Policy is to classify the documents, records and registers of the Company which are required:

- i. to be preserved permanently and
- ii. to be preserved for a period of not less than 8 years after completion of the relevant transactions

4. Preservation of Documents

The Company shall preserve all its documents as per the requirements and provisions of the Companies Act, 2013 and the rules made thereunder, the Secretarial Standards, the SEBI LODR Regulations, 2015 and any other law, rules, regulations as may be applicable to the Company fromtime-to-time.

4.1 Documents which are to be maintained permanently:

- i. The Original Signed and Stamped Memorandum of Association and the Articles of Association of the Company
- ii. Minutes of General Meetings, Board Meetings and various Committee Meetings
- iii. Register of Members
- iv. Foreign Register of Members, if any
- v. Register of Debenture holders (including Foreign Register of Debentures) or Register for any other Securities issued by the Company, if any.
- vi. Register of loans, guarantee, security and acquisition made by the company
- vii. Register of investments not held in its own name by the company, if any
- viii. Register of contracts with related party and contracts and Bodies etc. in which directors are interested
- ix. Register of Charges
- x. Registers of Renewed and duplicate share certificates
- xi. Register of directors and KMP
- xii. 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.

4.2 Documents which are to be maintained for at least eight financial years:

- i. Books of account together with the vouchers relevant to any entry in such books of account
- ii. Copies of all Annual Returns
- iii. Disclosure of Interest received from the Directors of the Company in the manner prescribed

- iv. Attendance Registers, Notices, Agenda, Notes on Agenda and other related papers of General Meetings, Board Meetings and various Committee Meetings
- v. Instrument creating a Charge or modifying a Charge, if any
- vi. Changes to the Memorandum of Association and the Articles of Association, if any
- vii. Register of deposits accepted or renewed, if any
- viii. Tax Records - Tax records including, but not limited to documents concerning tax assessment, tax filings, proof of deductions, tax returns, appeal preferred against any claim made by the relevant tax Authorities, shall be maintained for a period of 8 years or for a period of 8 years after a final Order has been received with respect to any matter which was preferred for Appeal, as the case may be
- ix. Employment /Personnel Record in case of employees of the Company
- x. Relevant marketing and sales documents
- xi. Press Releases
- xii. Legal documents including but not limited to contracts, legal opinions, pleadings, Orders passed by any court or tribunal, Judgments, Interim Orders, Documents relating to cases pending in any Court or Tribunal or any other Authority empowered to give a decision on any matter, Awards, Documents relating to property matters.

5. Modes of preservation

- i. The Documents may be preserved in I. Physical form or II. Electronic Form
- ii. The officer of the Company required to preserve the Document shall be Authorized Person who has to observe the compliance of requirements of Applicable Law and this policy.

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 Disc, other storage devices or such other Documents and devices in his possession and such authorized person taking possession of documents needs to change the password.

7. 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.

8. Disposal and Destruction of Records

After the expiry of the statutory retention period, the preserved documents may be destroyed. Destruction of documents as a normal administrative practice shall be followed for the records which are duplicate/unimportant/irrelevant.

This applies to both Physical and Electronic Documents. The documents may be destroyed as follows:

- i. Recycle non-confidential paper records;
- ii. Shred or otherwise render unreadable confidential paper records; or
- iii. Delete or destroy electronically stored data.

9. Amendments

The Board of the Company (including the Audit Committee of the Board) may amend the policy from time to time depending upon the requirements of the provisions of the Companies Act, 2013 and as per the SEBI LODR Regulations, 2015.