

# **GODREJ FINANCE LIMITED**

## **Policy on Preservation of Documents**

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## **Introduction**

Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the companies to have in place a Policy for Preservation of Documents ("Policy") approved by its board of directors, classifying the documents in at least two categories, which are as follows:

- Documents whose preservation shall be permanent in nature.
- Documents with preservation period of not less than eight years after completion of the relevant transactions.

The Policy shall also govern the preservation of documents under RBI KYC Master Directions.

Godrej Finance Limited ("GFL" or "Company") conducts itself with highest standard of integrity and follows both letter and spirit of the law.

Accordingly, the Board of Directors ("Board") of the Company has adopted this Policy with the objective of classifying various records and registers for the purpose of maintenance and preservation.

## **Scope & Application**

The Documents that are required to be maintained under this Policy are preserved considering their importance, usefulness and information. The Company recognizes that documents whether in physical or electronic mode, forms an important and integral part of the Company's records. The preservation of documents is important in order to ensure immediate access to the records, its retrieval and authentication.

The Policy is applicable to all documents maintained in physical and electronic mode by the Company.

The documents that are required to be preserved under RBI KYC Master Directions and Insurance Regulatory and Development Authority of India (IRDAI) shall be preserved as per KYC and AML policy and IRDAI Regulations, respectively.

The documents not covered under this Policy shall be preserved and maintained in accordance with the provisions of the respective Acts, Rules, guidelines and regulations as applicable under which those documents are maintained.

## **Definitions**

"Act" means Companies Act, 2013 and rules made thereunder, as amended from time to time.

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

"Board" means the Board of Directors of the Company or its Committee.

"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.

"Company" means Godrej Finance Limited.

“Document(s)” refers to papers, notes, agreements, notices, advertisements, requisitions, order, declarations, forms, correspondence, minutes, indices, statutory certificates, records, registers, returns, forms etc. required to be maintained and preserved by the Company in physical or electronic form under the Companies Act, 2013, SEBI Regulations and various circulars as applicable from time to time, RBI Regulations and various circulars as applicable from time to time, IRDAI Regulations, Depository Act, 1996 and Secretarial Standards as issued by Institute of Company Secretaries of India and or any other record, required under or in order to comply with the requirements of any applicable law, whether issued, sent, the time being in or otherwise, maintained on paper or in electronic form received or kept in pursuance of the Act or under any other law for the time being in force and does not include multiple or identical copies.

“Electronic Record(s)” means the electronic record as defined under clause (t) of sub-section of section 2 of the Information Technology Act, 2000.

“Electronic Form” means on records on any 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 / access over it.

“Maintenance” means keeping documents, either in either physical or electronic form.

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

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

- a. The Companies Act, 2013 and Rules thereunder,
- b. Secretarial Standards,
- c. SEBI Regulations and various circulars as applicable from time to time,
- d. RBI Regulations,
- e. IRDAI Regulations,
- f. Any other law for the time being in force.

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

“Stock Exchange(s)” means the Bombay Stock Exchange and / or National Stock Exchange.

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Companies Act, 2013 or SEBI Regulations or RBI Directions, Notifications, Circulars or guidelines or such other Acts and Laws as may be amended and applicable from time to time shall have the meaning respectively assigned to them therein.

## **Preservation of Documents**

The list of Documents along with **timeline** of preservation is provided at **Annexure I**.

## **Mode of Maintenance**

The Company shall maintain these records either in physical or electronic mode. The applicable provisions of law, rules and regulations with regard to electronic maintenance of records shall be adhered to.

- The officer(s) of the Company who is/are generally expected to observe the compliance of requirements of applicable law shall be the person(s) responsible to preserve the Documents i.e., the Authorised Person(s).
- The Preservation of Documents should be in such manner so 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 the authorised person(s) for preservation, so as to ensure integrity and confidentiality of the Documents and prohibit unauthorised access.

- The Company shall make appropriate provisions for back up of all documents as preserved from time to time.

All the records shall be maintained as per the prescribed formats, if any, as amended from time-to-time under various rules and regulations.

### **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:

- a. Recycle non-confidential paper records;
- b. Shred or otherwise render unreadable confidential paper records; or
- c. Delete or destroy electronically stored data.

The Company shall maintain a Register of Records and Documents Destroyed, containing the particulars of the documents destroyed, the year to which it pertains, mode of destruction etc., each entry in this register shall be verified by the Authorised Signatory in this regard.

### **Review, Modification & Changes**

- There shall be an annual review of the Policy by the Board of Directors;
- Board of Directors can at any time modify or amend, either the whole or any part of Policy, within the regulatory framework.

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## Annexure I

### A. Documents to be preserved permanently

Sr. No.	Regulatory requirement	Particulars
1	Companies Act, 2013	<ul style="list-style-type: none"><li>• Certificate of Incorporation, Memorandum and Articles of Association of the Company, as amended from time to time,</li><li>• Affidavit from the subscribers to the memorandum and persons named as first directors,</li><li>• Documents related to the issue of securities,</li><li>• Register of Directors and Key Managerial Personnel (KMP) and securities held by them, Loan and Investment, Charges, members, Related Party Transactions (RPT), etc.</li><li>• Register of Transfer and Transmission,</li><li>• Minutes of the meetings of Board of Directors, Committees of the Board and General Meetings of the Company,</li><li>• Documents related to appointment of Managerial personnel,</li><li>• Policies related to Secretarial and Legal (such as CSR Policy, NRC Policy, HR, etc).</li></ul>
2	Reserve Bank of India	<ul style="list-style-type: none"><li>• Certificate of Registration,</li><li>• All Forms / returns filed with RBI (viz. FLA, Form FC – GPR, ALM Statements etc.),</li><li>• Records pertaining to inspection(s) carried out from time to time,</li><li>• Policies as mandated by RBI (such as KYC and AML Policy, Related Party Transactions Policy etc).</li></ul>
3	Insurance Regulatory and Development Authority of India (IRDAI)	<ul style="list-style-type: none"><li>• Original intermediary license/registration and renewal license/registration including the applications and other correspondence with the IRDAI,</li><li>• All Forms / returns filed with IRDAI,</li><li>• Records pertaining to inspection(s) carried out from time to time,</li><li>• Policies as mandated by IRDAI (such as Open Architecture Policy).</li></ul>
4	Secretarial Standards	<ul style="list-style-type: none"><li>• Minutes of the meetings of Board of Directors, Committees of the Board and General Meetings of the Company in physical and Electronic Form.</li></ul>
5	SEBI regulations, as applicable	<ul style="list-style-type: none"><li>• Listing Agreements executed with the stock exchange (BSE),</li><li>• Documents filed with SEBI as well as Stock Exchange(s).</li></ul>
6	Depositories Act, 1996	<ul style="list-style-type: none"><li>• Confirmation of Corporate Action(s) in respect of securities credited,</li><li>• Intimation of ISIN allotted for securities allotted.</li></ul>

B. Documents to be preserved for not less than 8 (eight) years

Sr. No.	Regulatory requirement	Particulars
1	Companies Act, 2013	<ul style="list-style-type: none"> <li>Books of accounts including vouchers and bills,</li> <li>Bank Statements and Reconciliations,</li> <li>Annual returns of the Company as required under section 92 of the Companies Act, 2013,</li> <li>Investment Records,</li> <li>Copy of newspaper advertisements or publications,</li> <li>Compliance Reports received from any statutory authority,</li> <li>All share certificates surrendered to the Company, if any,</li> <li>All notices pertaining to disclosure of Directors, received from time to time.</li> </ul>
2	Secretarial Standards	<ul style="list-style-type: none"> <li>Copies of Notices, Agenda, Notes on Agenda and other related documents as specified in Secretarial Standards, as applicable, if any,</li> <li>Copy of newspaper advertisements or publications and Press Releases and matters, if any.</li> </ul>
3	SEBI regulations, as applicable	<ul style="list-style-type: none"> <li>Quarterly, Half Yearly and Annual Reports filed with the Stock Exchanges(s) as applicable from time to time,</li> <li>All event-based disclosures to Stock Exchange(s),</li> <li>Intimation of Board Meetings,</li> <li>Annual Reports of the Company.</li> </ul>

C. Documents to be preserved for not less than 5 (years)

Sr. No.	Regulatory requirement	Particulars
1	Reserve Bank of India (Non-Banking Financial Companies – Know Your Customer) Directions, 2025	<ul style="list-style-type: none"> <li>From the date of transaction - Transaction records between the Company and customers both domestic and international, if business relationship between customer and Company has ended.</li> <li>All records of customer identification along with their addresses after the business relationship has ended.</li> </ul>

D. Documents to be preserved for for a minimum period of ten years from the end of the year to which they relate. However, the documents pertaining to the cases where claims are reported and the settlement is pending for a decision from courts, the documents are required to be maintained till the disposal of the cases by the court.

Sr. No.	Regulatory requirement	Particulars
1	Insurance Regulatory and Development Authority of India (IRDAI)	<ul style="list-style-type: none"> <li>All other records (both physical and electronic form) as prescribed in IRDAI (Maintenance of Information by the Regulated Entities and Sharing of Information by the Authority), Regulations 2025.</li> <li>Documentation w.r.t. transaction of insurance solicitation between the Company and customers if business relationship between customer and Company has ended.</li> </ul>