

POLICY ON PRESERVATION OF DOCUMENTS & ARCHIVAL OF DOCUMENTS IN THE WEBSITE

PURPOSE

The purpose of this document is to present a policy statement for G. Surgiwear Limited (hereinafter referred to as “**Company**”) regarding preservation of its documents and archival of documents in the website in accordance with the provisions of the Companies Act, 2013 and Regulation 9 and 30(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “**SEBI Listing Regulations**”). As per Regulation 30(8) of the SEBI Listing Regulations, every listed company is to formulate an Archival Policy for treatment of events /information disclosed to stock exchanges and hosted on the website of the Company and Regulation 9 of the SEBI Listing Regulations, requires every Listed Company to formulate a Policy on preservation of documents approved by the Board of Directors.

The policy is framed for the purpose of systematic identification, categorization, maintenance, review, retention and destruction of documents received or created in the course of business.

This Policy intends to guide the Company and its officers on maintenance, preservation and disposal of documents.

SCOPE

This Policy is applicable to all departments of the Company. Each employee shall abide by the Policy. Each Authorized Person shall guide the employees in his department and ensure that they identify and classify Documents and take appropriate action with regard to their Preservation in accordance with this Policy. It ensures that the Company maintains both electronic and physical records as per various statutory requirements and is subject to same degree of confidentiality and care.

DOCUMENTS TO BE ARCHIVED

The Documents of the Company shall be classified into following categories based on period of preservation

- (i) To be preserved permanently in the Company’s records;
- (ii) Documents which are to be maintained on website of the Company for a minimum period of five (5) years; and
- (iii) Documents which are to be maintained for at least eight financial years:

(i) Documents which are to be preserved permanently in the Company’s records:

- a. Incorporation Documents;

- b. The original signed and stamped Memorandum of Association and the Articles of Association of the Company;
- c. Minutes of General Meetings, Board Meetings and various Committee Meetings;
- d. Register of Members along with Index;
- e. Foreign Register of Members, if any;
- f. Register of loans, guarantee, security and acquisition made by the Company;
- g. Register of investments not held in its own name by the Company, if any
- h. Register of contracts with related party and contracts and Bodies etc. in which directors are interested ;
- i. Register of Charges;
- j. Registers of Renewed and duplicate share certificates;
- k. Register of Directors and Key Managerial Personnel;
- l. Approval(s) and Product Registration & license(s) received from Statutory Authorities, Central & State Government(s);
- m. 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;
- n. Preservation and safe custody of all books and documents relating to the issue of share certificates, including the blank forms of share certificates for a period of 30 years, and in case of disputed cases, permanently.

(ii) Documents which are to be maintained on website of the Company for a minimum period of five (5) years

- a. Disclosure of all events and information provided to the Stock Exchanges as per the SEBI Listing Regulations;
- b. Investor Presentation and audio video recordings/ transcripts of earnings / quarterly calls conducted physically or through electronic means;
- c. Press Releases.

(iii) Documents which are to be maintained for at least eight financial years:

- a. Books of account together with the vouchers relevant to any entry in such books of account;
- b. Register of Debenture holders (including Foreign Register of Debentures) or Register for any other Securities issued by the Company;
- c. Copies of all Annual Returns;
- d. E-forms filed with the Registrar of Companies;
- e. Disclosure of Interest received from the Directors of the Company in the manner prescribed;

- f. Attendance Registers, Notices, Agenda, Notes on Agenda and other related papers of General Meetings, Board Meetings and various Committee Meetings;
- g. Instrument creating a Charge or modifying a Charge, if any;
- h. Changes to the Memorandum of Association and the Articles of Association, if any;
- i. Register of deposits accepted or renewed, if any
- j. 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;
- k. Employment /Personnel Record should be retained for a period of eight (8) years following cessation of employment in case of employees of the Company;
- l. Relevant marketing and sales documents;
- m. 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.
- n. Structured Digital Database as per SEBI (Prohibition of Insider Trading) Regulations, 2015, after completion of the relevant transactions and in the event of receipt of any information from any regulator / SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings. However, the disclosures made under Chapter III of the Insider Trading Regulations shall be preserved for a minimum period of five years.

ARCHIVAL POLICY

APPLICABILITY

This Policy applies to all documents & record maintained by the Company in physical form or electronically stored in computer or in any other electronic devices or transcribed information of any type whether expressed in ordinary or machine language at all locations of the Company in or outside India.

SCOPE

This policy shall apply to all documents which include records maintained in the form of books or stored in a computer or any other electronic form or transcribed information of any type whether expressed in ordinary or machine language.

The preservation of documents, as mandated under the Policy, shall apply to all documents regardless of its location, including all Company locations, off-site locations, computer storage or employees' laptops, etc.

In accordance with the provisions of the aforesaid SEBI Listing Regulations, the Company shall ensure that all such events or information which has been disclosed to Stock exchanges, and such disclosures shall be hosted and retained on the Company's website as specified above, for a minimum period of five years. Subsequently, such disclosures shall be removed from the Company's website. Thereafter the same shall be archived so as to be available for retrieval for a further period of three years by storing the same on suitable media. Thereafter the said information, documents, records may be destroyed as per the policy on preservation of the documents. After the Preservation Period, such archives would be deleted or removed after obtaining approval of the Chief Financial Officer or Company Secretary.

All information required to be uploaded on the Company's website in pursuance of any other statute, legislation or regulation shall be hosted on the Company's website, in the form, manner and for such

period as may be mandated by that statute, legislation or regulation etc. In cases where the concerned statute, legislation or regulation does not prescribe any period, the required data shall be hosted on the website for a minimum period of one year from the date of uploading or more if deemed necessary by the Chief Financial Officer or Company Secretary.

The Company Secretary or Chief Financial Officer shall have the discretion to host any of such documents/information on the website of the Company for such additional period as they deem fit on a case-to-case basis. Any information, form, return, document etc. disclosed on the website, may be removed/ deleted from the website after such disclosure period.

ARCHIVAL PROCESS

- i. All Events and information identified as material as per regulations on Disclosure of material events/ information and communicated to the stock exchanges shall be hosted on the website of the Company for a minimum period of five years and thereafter shall be archived. Subsequently, anyone intending to review archived information and events communicated to the stock exchanges may write to the Company Secretary and Compliance Officer of the Company.
- ii. Depending upon the nature, materiality, impact and relevance of the material event, the disclosure of such material event can continue to remain hosted on the Company's website for a longer period of time as decided by the Board from time to time.
- iii. Disclosed information after more than five years shall be kept in the archives of the Company for a period of 3 years. Anyone intending to review those disclosed archived information may write to the compliance officer of the Company.
- iv. In case the aforesaid disclosures are required by any applicable law or regulation or competent authority to be hosted for a period longer than that mentioned above, such disclosures shall be hosted on the website of the Company for such longer period, as approved by the Board from time to time.

MODE OF MAINTENANCE

The Company shall maintain these Documents either in physical or electronic mode. The applicable provisions of law, rules and regulations with regard to electronic maintenance of Documents shall be adhered to. All the records shall be maintained as per the prescribed formats, if any, as amended from time-to-time under the various rules and regulations.

DISPOSAL AND DESTRUCTION OF RECORDS

After the expiry of the statutory retention period, the preserved Documents may be destroyed. Records which no longer serve a useful purpose should be destroyed with the written approval of the respective Head of Department. Destruction as a normal administrative practice, can be usually carried out if Documents are duplicated, unimportant or for short term use only. The modes of destruction of records can include methods like shredding, pulping, recycling etc. or any other mode for electronic records, such that it leaves no possibility for reconstruction of the records and information contained therein.

SUSPENSION IN THE EVENT OF LITIGATION

Notwithstanding any other provision which may provide for the destruction of a document, upon receipt of a notice or claim or dispute concerning a project or a matter, this retention policy is suspended for any documents concerning that project or matter.

INTERPRETATION

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

AMENDMENTS AND REVIEW

The Board reserves the right to modify or amend this Policy as deemed necessary. This Policy will be periodically reviewed and amended based on any changes in the laws, rules and regulations applicable to the Company from time to time or changes in internal processes. In the event of any inconsistency between this Policy and applicable laws, the provisions of the applicable laws shall prevail.

DISCLOSURE

This Policy shall be hosted on the website of the Company.
