

# VIVO MOBILE INDIA PRIVATE LIMITED

## (POLICY ON PRESERVATION OF DOCUMENTS)

### I. BACKGROUND

Regulation 9 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 require every Listed Company to formulate a policy on preservation of Documents approved by its Board of Director.

In this context Board of Directors of M/s Vivo Mobile India Private Limited at its meeting held on 08<sup>th</sup> March, 2017.

The Policy can be modified and or amended with the approval of the Board of Directors only.

### II. OBJECTIVE OF POLICY

The Objective of the 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 not less than eight years after completion of the relevant transactions.

### III. DEFINITIONS

**“book and paper” and “book or paper”** include books of account, deeds, vouchers, writings, documents, minutes and registers maintained on paper or in electronic form;

**“Books of Account”** 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;

**“Document”** 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;

**“Register of companies”** means the register of companies maintained by the Registrar on paper or in any electronic mode under this Act;

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

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

#### **IV. 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 Listing Regulations and any other law, rules, as may be applicable to the Company from time to time.

##### **Documents which are to be maintained permanently:**

The Company shall maintain following documents on the permanent basis:

- The register of member along with index.
- The original signed and stamped Memorandum of Association and the Article of Association of the Company
- Minute Books of Board, General Meeting and Committee meeting
- Foreign Register of member, if any
- Registers of Loan, guarantee, security and acquisition made by the Company
- Register of investments not held on its own name by the Company, if any
- Register of contracts with related party and Contract and Bodies etc. in which directors are interested
- Register of Charges
- Registers of renewed and duplicate share certificates
- Registers of Director and KMP
- Intellectual Property documents shall include, but shall not be limited to Copyrights, Trademark, Patents, and Industrial Designs, Intellectual Property Rights Documents that are owned by the Company

##### **Documents which are maintained for at least eight financial years:**

- Books of account together with the vouchers relevant to any entry in such books of account
- Register of Debenture holders (including foreign register of Debentures) or Register for any other Securities issued by the Company.
- Copies of all annual return
- Disclosure of Interest received from the Directors of the Company in the manner prescribed
- Attendance Registers, Notices, Agenda, Notes on Agenda and other related papers of General Meetings, Board Meeting and various Committee Meetings
- Instrument creating a charge or modifying a charge, if any
- Changes to the Memorandum and Articles of association, if any
- Register of deposits accepted or renewed , if any
- Employment/Personnel Record in case of employees of the Company
- Relevant Marketing and Sales documents
- Press Releases

- 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.

### **Others**

As per applicable law.

### **V. 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.

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.

The official of the Company who is required to preserve the document shall be Authorized person who is generally expected to observe the Compliance of statutory requirements as per applicable law.

The preservation of documents should be such as to ensure that there is no tampering, alteration, destruction or anything which endangers the content, authenticity, utility or accessibility of the documents.

The departmental heads of the Company shall be responsible for maintenance of the documents in their respective division/department taking into account this policy prescribing the minimum period for maintenance of documents and shall take decision to retain/preserve or destroy documents pertaining to their division/department keeping in view ongoing or anticipated litigation(s), if any.