

TITAN COMPANY LIMITED

Document Retention and Archival Policy

I. Objective

In terms of the Companies Act, 2013 as amended from time to time, read with the Rules framed there under and as per regulation 9 and regulation 30(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of Titan Company Limited has adopted this Document Retention and Archival Policy at its meeting held on 30th October 2015 for the purpose of establishing the framework needed for effective records management in the Company.

II. Definitions

In this policy unless the context otherwise requires

- a. “**Act**” means the Companies Act, 2013 and rules made thereunder, as amended from time to time
- b. “**Board**” or “**Board of Directors**” shall mean the Board of Directors of Titan Company Limited
- c. “**Company**” means Titan Company Limited
- d. “**Documents**” shall mean corporate documents or records of the Company
- e. “**Policy**” means Titan Company Limited – Document Retention and Archival Policy
- f. “**Listing Regulations**” shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time

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.

III. Type of Document and its maintenance

Based on the provisions of the Listing Regulations and the Act, Documents are broadly classified into Permanent and Temporary as explained below:

1. **Permanent Documents:** Certain Documents of the Company are required to be retained for perpetuity either under the Listing Regulations or the Act as may be applicable. For example, all incorporation documents are required to be retained permanently by the Company until its dissolution.



- 2. Temporary Documents:** Temporary Documents are those which can be destroyed or permanently deleted if stored in electronic form after the Record has been retained as per law for the specified period of time. According to the Listing Regulations all listed entities must compulsorily retain Documents for a period not less than eight years.

This Policy requires the Company to maintain the Documents in physical form or electronic form or both, in perpetuity or for specified periods of time. The Documents essentially include all the Documents that are produced by an employee, whether physical or electronic. A Document may mean and include, but not limited to documents such as Memorandums, Contracts, Minutes of Meetings, Auditor's Reports, employee records, Court Orders, Tax Assessments etc. It also includes, but without limitation to Documents like emails or messages.

The Listing Regulations, further provide that, the listed entity shall disclose on its website all such events or information which are considered material and which has been disclosed to stock exchange(s) are to be hosted on the website of the Company for a minimum period of five years and thereafter as per the document retention and archival policy of the Company, as disclosed on its website.

The Companies Act 2013, also, under various provisions, provides for the preservation and maintenance of different Documents and also specifies the period for which the Documents have to be retained.

Therefore, a combined reading of the Act and the Listing Regulations give effect to the framing of the Document Retention and Archival Policy

IV. Record Retention Schedule

1. Documents under Companies Act, 2013 and Listing Regulations

| RECORD TYPE | RELEVANT SECTION UNDER THE ACT | RETENTION PERIOD |
|---|--|--|
| Incorporation Documents - Articles of Association, Memorandum of Association | Section 7 (4) | Permanent |
| Register of Members | Section 88 (1) r/w Rule 3 of The Companies (Management and Administrative) Rules, 2014 | Permanent |
| Register of Debenture and other Security Holder (MGT-2) | Section 88 (1) r/w Rule 3 of The Companies (Management and Administrative) Rules, 2014 | Shall be preserved for 8 (Eight) years from the date of redemption of debenture or security. |
| Minutes of Meeting: 1. Minute Book of General Meeting 2. Minute Book of Board Meeting | Section 118 | Both shall be Permanent |



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| Books of Accounts | Section 128 | At least 8 (Eight) years |
| Record of private placement offers in Form PAS-5 | Section 42 r/w Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 | Permanent |
| Register of Directors and Key Managerial Personnel | Section 170(1) r/w Rule 17 of The Companies (Appointment and Qualification of Directors) Rules, 2014 | Permanent |
| Register of renewed and duplicate share certificate | Rule 6(3)(b) of The Companies (Share Capital and Debentures) Rules 2014. | Permanent |
| Register of Sweat Equity Shares | Rule 8 (14)(b)) of The Companies (Share Capital and Debentures) Rules 2014. | Permanent |
| Register of Transfer and Transmission | Section 56 | Permanent |
| Register of Employee Stock Option | Rule 12 (10)(a) of The Companies (Share Capital and Debentures) Rules 2014. | Permanent |
| Register of Security Buy-back | Section 68 (9) | Permanent |
| Register of Deposits | Section 73, 76 r/w The Companies (Acceptance of Deposit) Rules, 2014. | 8(Eight) years from the Financial year in which the latest entry is made in the register |
| Register of Charge | Section 85 r/w Rule 10 of The Companies (Registration of Charge) Rules 2014 | Permanent |
| Register of Loan Investment and Guarantee | Section 186(9) r/w Rule 12(1) of the Companies (Meeting of Board and its Powers) Rules, 2014 | Permanent |
| Register of investment made by a company held not in its name | Section 187(3) r/w Rule 14 of the Companies (Meeting of Board and its Powers) Rules, 2014 | Permanent |
| Register of contract or arrangements in which directors are interested | Section 189 r/w Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014 | Permanent |
| Any event or information considered to be material | Regulation 30(8) of Listing Regulations | To be hosted on Company's Website for a period of 5 (Five) years |

2. Tax Records

Tax records includes, but is not limited to Documents concerning tax assessment, tax filings, tax returns, proof of deductions, appeal preferred against any claim made by the relevant tax



Authorities. Tax Records shall be maintained for a period of Eight Years or for a period of 8 (Eight) Years after a final Order has been received with respect to any matter which was preferred for Appeal, as the case may be.

3. Employment /Personnel Record

The Company is required to keep certain documents relating to recruitment, employment and personnel information, performance review, action taken by or against any employee, complaints by or against any employee. These Documents relating to Employment or Personnel information shall be retained for a period of 8 (Eight) years.

4. Press Releases

Press Release shall include, but shall not be limited to, any intimation given to the press regarding financial results, profits, Meetings of the Board, General Meetings, and overall performance of the company. The Company shall retain all Press Releases permanently.

5. Legal Documents

Legal Documents shall include, but shall not be 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.

A contract shall be archived for a period of 8 (Eight) Years or for 8 (Eight) Years after the expiry of the term of the contract, whichever is higher.

Documents relating to any property owned by the Company shall be archived perpetually. Other property Documents shall be archived for a period of 8 (Eight) Years or for a period of 8(Eight) Years after the rights in such property ceases to exist, whichever is higher.

Orders passed by any Court or Tribunal or any Authority or Judgment which are final in nature and cannot be superseded shall be archived permanently. Interim Orders shall be archived till a Final Order is received or for a period of 8 (Eight) Years whichever is higher.

Pleadings shall be archived for a period of 8 (Eight) Years or till the matter has been disposed, whichever is higher.

6. Marketing and Sales Documents

The Company shall archive all marketing and sales Documents for a period of 8(Eight) Years.

7. Intellectual Property Documents and Licenses

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 archived by the Company permanently.



Licenses shall be archived till the time the validity of the License and for a period of 8(Eight) Years thereafter or for a period of 8(Eight) Years, whichever is higher.

8. Emails

E-mail that needs to be saved should be either:

- (i) printed in hard copy and kept in the appropriate file; or
- (ii) Downloaded to a computer file and kept electronically or on disk as a separate file.

The retention period depends upon the subject matter of the e-mail, but shall be archived for a minimum period of 8(Eight) Years.

9. Electronic Documents

Electronic Documents shall be retained as if they were physical Documents. Therefore, any electronic Documents will be archived for the relevant periods of time as specified. If a user has sufficient reason to keep an email message, the message should be printed in hard copy and kept in the appropriate file or moved to an “archive” computer file folder. Backup and recovery methods shall be tested on a regular basis.

V. Policy Enforcement

Any failure to maintain the Documents in the specified manner will attract penal provisions and will subject the Company to penalties and fines or place the Company in contempt of Court.

VI. Destruction of Documents

Employees may only destroy or dispose of records in accordance with the Company’s Retention and Disposal Schedule. The destruction of Documents must take place after prior approval of the Company Secretary.

Where records are scheduled for destruction this should be undertaken by methods appropriate to the confidentiality status of the records. Destruction of financial, personnel, student, or other confidential information must be shredded or otherwise rendered unreadable or electronically unrecoverable after they have been archived for the specified period of time.

VII. General

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.

VIII. Effective date

The Policy as approved by the Board of Directors shall be effective from 1st December 2015, may be amended only by the Board.

