

RTS POWER CORPORATION LIMITED

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POLICY ON PRESERVATION OF DOCUMENTS

PREAMBLE & OBJECTIVE

RTS POWER CORPORATION LIMITED (the Company) , being a listed Company , is required to formulate a Policy for preservation of documents pursuant to Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI-LODR) . As per regulation 9, a listed entity shall have a Policy for preservation of documents ,approved by its Board of Directors ,classifying them in at least two categories i.e. (a) documents whose preservation shall be permanent in nature, and (b) documents with preservation period of not less than eight years after completion of the relevant transactions.

In accordance with the above Regulation 9, the Company has formulated a Policy for Preservation of Documents (the Policy).

This Policy has been approved by the Board of Directors in its Meeting held on 9th November, 2015 and will be effective from 1st December,2015.

COMPLIANCES

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, SEBI-LODR and any other Law, Rules and Regulations as may be applicable to the Company from time to time.

DOCUMENTS TO BE PRESERVED

This Policy sets the framework for preservation of documents of the Company, in physical and/or electronic mode, broadly classified into the following categories :

(i) **CATEGORY I – DOCUMENTS WHOSE PRESERVATION SHALL BE PERMANENT IN NATURE**

The following documents shall be maintained and preserved by the Company permanently. All modifications, amendments, additions and deletions to the said documents shall also be preserved permanently by the Company:

1. Original Certificate of Incorporation
2. Original signed and stamped Memorandum of Association and Articles of Association of the Company
3. Listing Agreements made by the Company with Stock Exchanges and Agreements made by the Company with Depositories
4. Register of Members along with Index
5. Minute Books of General Meetings , Board Meetings and various Committee Meetings
6. Register of Loans and Guarantees given, Securities provided and Investments made by the Company

7. Register of Investments not held in its own name by the Company , if any
8. Register of Contracts with Related Parties and Contracts and Companies and Bodies ,etc. in which Directors are interested
9. Register of Charges
10. Register of renewed and duplicate Share Certificates
11. Register of Directors and KMPs
12. Audited Financial Statements in original and original Annual Reports , duly signed by the authorised Directors / Signatories/Auditors.
13. Licences and all statutory approvals
14. Material Agreements / Contracts
15. Major Orders given/ issued by Courts /Tribunals/MCA(Regional Director /Registrar)/statutory bodies
16. Investment documents /Proofs, including Certificates
17. Files relating to Premises viz. Title Deeds /Lease Deeds of owned premises/ land and building, etc.
18. Policies of the Company framed from time to time under the Companies Act,2013 and Rules thereunder and various Regulations.
19. Any other documents, certificates, statutory registers that may be required to be preserved permanently in terms of the Companies Act, 2013 and /or SEBI- LODR and /or any other applicable Laws.
20. Register of disposal of records.

(ii) **CATEGORY II - DOCUMENTS TO BE PRESERVED FOR NOT LESS THAN EIGHT YEARS AFTER COMPLETION OF THE RELEVANT TRANSACTIONS**

The following documents shall be maintained and preserved by the Company for a period of not less than eight years after completion of the relevant transactions. All modifications, amendments, additions and deletions to the said documents shall also be preserved by the Company for a period of not less than eight years.

1. Books of Accounts together with the Vouchers relevant to any entry in such Books of Accounts.
2. Copies of Annual Returns as per Companies Act, 2013 together with copies of certificates and documents required to be attached thereto.

3. (a) Office copies of Notices, Agenda, Notes on Agenda of Meetings of the Board and Board Committees and other related papers and Attendance register of Meetings of the Board and Board Committees ; and

(b) Office copies of Notices, Scrutinizer's Report , Ballot Papers, Postal Ballot Papers and other related papers /Registers regarding Electronic Voting ,general Meetings (including AGM) and voting by Postal Ballot
—shall be preserved for as long as they remain current or for eight financial years , whichever is later and may be destroyed thereafter with the approval of the Board of Directors as prescribed by the “ Secretarial Standard-1 on Meetings of the Board of Directors “ and “ Secretarial Standard-2 on General Meetings” respectively issued by the Institute of Company Secretaries of India.
4. Documents /Information furnished /Returns filed to Stock Exchanges, including information submitted in compliance with SEBI-LODR, as amended from time to time ,shall be preserved for a minimum period of eight years from the end of the financial year in which the documents/information is furnished.
5. Documents/ Information submitted to the Registrar of Companies/Ministry of Corporate Affairs in compliance with the Companies Act,2013 and Rules framed thereunder ,as amended from time to time, shall be preserved for a minimum period of eight years from the end of the financial year in which the documents /information is furnished.
6. Disclosures of Interest received from the Directors of the Company in the manner prescribed (to be preserved for at least 8 years from the end of the financial year to which it relates)
7. Instrument creating a Charge or modifying a Charge, if any (to be preserved for at least 8 years from the date of satisfaction of the Charge by the Company)
8. Register of Deposits accepted or renewed (to be preserved for at least 8 years from the financial year in which the latest entry is made in the Register)
9. Changes in the Memorandum of Association or Articles of Association, if any
10. Register of Allotment (from the date of each allotment)
11. Tax Records –Tax records including, but not limited to , documents concerning tax assessment ,tax filings, proof of deductions, tax returns ,appeals 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 for which an Appeal was preferred ,as the case may be.
12. Employment/ Personnel Records of employees of the Company
13. Relevant marketing and sales documents
14. Copy of newspaper notifications/publications

15. Legal documents including, but not limited to, contracts, legal opinions, pleadings, Orders passed by any Court or Tribunal, Judgements , 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, legal documents relating to property matters, etc.
16. Correspondences with statutory Authorities/Bodies and Shareholders
17. Any other documents ,certificates, forms, statutory registers ,records , etc. which may be required to be maintained and preserved for not less than 8years after completion of the relevant transactions under the Companies Act ,2013 and Rules framed thereunder and /or SEBI-LODR

(iii) **CATEGORY III – GENERAL**

In addition to the documents mentioned in Category I and II above, other documents, certificates, forms, statutory registers ,records, etc, which are required to be mandatorily maintained and preserved ,shall be preserved by the Company for a stipulated period of time as per the existing Rules/ Procedures/Practices of the Company or as per the applicable Statutory/Regulatory provisions in this regard.

DESTRUCTION OF DOCUMENTS

After the expiry of the statutory retention period, the preserved documents may be destroyed in such manner as approved by the Board of Directors /concerned Functional Director /Heads of the Branch/Units of the Company.

This applies to both physical and electronic documents.

ROLES & RESPONSIBILITIES

The respective Branch/Unit Heads of the Company shall be responsible for maintenance, preservation and destruction of documents in terms of this Policy in respect of the areas of operations falling under their respective charges.

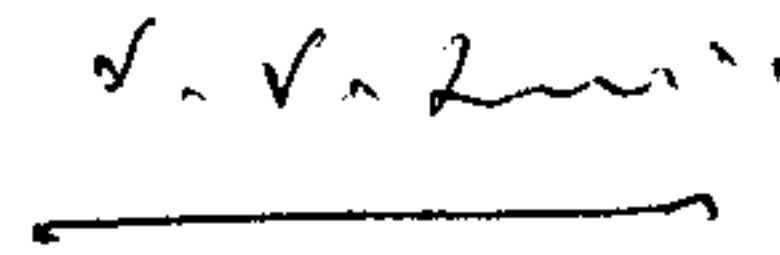
GENERAL

Notwithstanding anything contained in this Policy, the Company shall ensure compliance with any additional requirements as may be prescribed under any laws/regulations either existing or arising out of any amendment to such laws/regulations or otherwise and applicable to the Company, from time to time.

AMENDMENTS

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with a new provision(s) or replace this Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

For & On Behalf of the Board of Directors



Sri S. S. Jain
Chairman

Place: Kolkata

Date: 9th November, 2015