

Gemstone Investments Limited

Policy for Preservation of Documents

Introduction & Background:

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") imposed certain obligations and disclosure requirements on all the listed entities, one of the common obligation for all the listed entities pursuant to Regulation 9 is to formulate and put in place a policy for preservation of documents.

The Board of Directors of Gemstone Investments Limited (the "Company") is obliged to formulate a policy for "Preservation of Documents" to comply with the requirements of Regulation 9 of the Listing Regulations. The Company, therefore, formulates this policy, on preservation of the Documents to aid the employees in handling the Documents efficiently. It not only covers the various aspects on preservation of the Documents, but also the safe disposal/destruction of the Documents.

Interpretation:

1. **"Company"** means Gemstone Investments Limited.
2. **"Documents"** means all papers, records, files, books etc., and the like as required to be maintained under any law or regulation for the time being in force.
3. **"Listing Regulations"** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. **"Maintenance"** means keeping Documents, either physically or in Electronic Form.
5. **"Preservation"** means to keep in good order and to prevent from being altered, damaged or destroyed.
6. **"Electronic Record(s)"** means the electronic record as defined under clause (t) of subsection (1) of section 2 of the Information Technology Act, 2000.
7. **"Applicable Law"** means any law, rules, circulars, guidelines or standards issued by Securities Exchange Board of India, Ministry of Corporate Affairs and The Institute of Company Secretaries of India under which the preservation of the Documents has been prescribed.

Any other term not defined herein shall have the same meaning as prescribed to it under the Companies Act, 2013, Listing Agreement, Listing Regulations framed by the Securities Exchange Board of India or any other relevant regulation/legislation applicable to the Company.

Object of the Policy:

This Policy mechanism provides the comprehensive framework for preservation of documents for a specified period of time to achieve the following objectives:

- i. Effective corporate governance and risk management;
- ii. Effective information management to support the work of the administrations and provision of continued access to it at times when needed;
- iii. Systematic disposal/destruction of Company's non-current records that have outlived their administrative usefulness.
- iv. Identification of the Company's records that are of continuing administrative and historical value to warrant their transfer to and preservation in the Company's Archives.

Classification of Records:

The purpose of this policy is to have a binding framework for the preservation of documents of the company, as approved by the Board of Directors of the company, which shall classify them in at least two following categories as follows:

- ❖ Documents whose preservation shall be permanent in nature;
- ❖ Documents with preservation period of not less than eight (8) years after completion of the relevant transactions.

The classification of the documents has been made in the "**Annexure A & B**" which forms part of this Policy.

While prescribing different time periods for preservation of records, the following aspects have been taken into account:

- i. Compliance with statutory and regulatory requirements.
- ii. Requirements of SEBI/RBI/MCA officials to have access to certain records.
- iii. Requirements of internal and external auditors to have access to certain records.

The documents or records not covered by this Policy shall be maintained by the Company for the time period specified for their preservation under any statute or regulation, for the time being in force.

Place of Preservation/Maintenance:

As mandated by the Companies Act, 2013 or under any other statute, certain records shall be located at the registered office of the Company. The records for which no specific place has been specified under any statute may be maintained at any other place as may be, decided by the officers of the Company considering their utilization and usefulness.

Modes of preservation

The Documents may be preserved in physical form or Electronic Form.

The officer of the Company required to preserve the Document shall be Authorized Person who is generally expected to observe the compliance of requirements of 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 preserved Documents must be accessible at all reasonable times. Access may be controlled by Authorized Person with preservation, so as to ensure integrity of the Documents and prohibit unauthorized access.

Register of Documents destroyed

The company shall maintain a register in the form set out in the “**Annexure C**” enclosed hereto wherein it shall enter brief particulars of the documents destroyed and all entries made therein shall be authenticated by the Compliance Officer or such other persons as may be authorized by the Board for the purpose.

Archival of Documents

Introduction & Background:

As per Regulation 30 of the Listing Regulations, every listed entity is required to make disclosures of any event or information which, in the opinion of the board of directors of the listed company, is material and such disclosures shall be hosted on the website of the listed company for a minimum period of 5 years and thereafter as per the archival policy of the company as disclosed on its website.

Archival Requirements:

- ❖ The Company shall disseminate the information specified in Regulation 46 of Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 on its website.
- ❖ The Disclosures made to Stock Exchange would be provided to the concerned department for uploading in the website of the Company.
- ❖ The information provided to concerned department would be promptly uploaded in the website of the Company and would be maintained live in the website for five years period from the due date of such hosting.
- ❖ Thereafter the information would be archived under the heading “Past Events/Information” and would be retained in the website such as may be decided by the Compliance Officer and Chairman.
- ❖ Electronic documents will be retained as if they were paper documents. Therefore, the electronic files should be maintained for the appropriate amount of time depending upon the

subject matter of the email and should be determined primarily by the application of the general guidelines affecting document retention. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder.

General:

Notwithstanding anything contained in this Policy, the Company shall ensure to comply 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.

Amendment:

This Policy shall be reviewed by the Board of Directors as and when any changes are to be incorporated in the Policy due to change in regulations or as may be felt appropriate by the Board. Any changes or modification on the Policy would be approved by the Board of Directors and the decision of the Board in this respect shall be final and binding.

Any subsequent modification and/or amendments brought about by SEBI in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 shall automatically apply to this Policy.

DOCUMENTS TO BE PRESERVED PERMANENTLY

Sr. No.	Particulars of the Documents
1.	Certificate of incorporation
2.	Certificate for commencement of business
3.	Memorandum and Articles of Association
4.	Agreements made by the Company with Stock Exchanges, Depositories, etc.
5.	Minute Books of General Meetings, Board and Committee Meetings as per Companies Act, 2013
6.	Authorization / licenses obtained from any statutory authority
7.	Policies of the Company framed under various regulations
8.	Annual Report
9.	Files relating to premises viz. Title Deeds/Lease Deeds of owned premises/land and building, etc. and related Ledger / Register
10.	Authorization / licenses obtained from any statutory authority
11.	Register and Index of Members, debenture-holders, if any or other security holders, if any
12.	Register of Contracts as per Companies Act, 2013
13.	Register of Charges as per Companies Act, 2013
14.	Register of Investments as per Companies Act, 2013
15.	Register of disposal of records
16.	Such other records as may be required under any law from time to time

DOCUMENTS TO BE PRESERVED FOR MINIMUM PERIOD OF EIGHT YEARS

Sr. No.	Particulars of the Documents
1.	Annual Returns as per Companies Act, 2013
2.	All notices in form MBP - 1 received from Directors and KMPs along with any amendment thereto
3.	Copy of newspaper advertisement or publications
4.	Correspondences made with any statutory authority
5.	Forms and returns filed with RBI/MCA or with any other statutory authority
6.	Vouchers / Voucher register and books of accounts as defined under section 2 (13) of the Companies Act, 2013
7.	Personnel Documents
8.	Non-Statutory Registers/Documents
9.	Correspondences with Departments/shareholders
10.	Corporate Governance Report
11.	Compliance Certificate w.r.t. transfer or transmission or transposition of securities within 30 days
12.	Record date or Date of closure of transfer books
13.	Reconciliation of Share Capital Audit Report
14.	Disclosures under Code of Internal Procedures And Conduct For Regulating, Monitoring And Reporting Of Trading By Insiders
15.	Instrument creating a charge or modification (8 years from date of satisfaction of charge)

FORMAT OF THE REGISTER OF DOCUMENTS TO BE DESTROYED/ DISPOSED:

Sr. No.	Description of the Documents Destroyed	Time upto document was preserved	Date and mode of Destruction	Initials of the Authorized Personnel
1.				
2.				
3.				
4.				
