



# DOCUMENT RETENTION AND ARCHIVAL POLICY

## **Sagility Limited\***

*(\*Formerly Sagility India Limited; earlier Sagility India Private Limited)*

Corporate Identity Number: L72900KA2021PLC150054

Website: [www.SagilityHealth.com](http://www.SagilityHealth.com)

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## Background

Pursuant to Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") mandate listed entities to formulate a Policy for preservation of documents. Further, Regulation 30 (8) of the Listing Regulations refers to an archival policy pursuant to which all events or information which has been disclosed to stock exchange(s) under Regulation 30 shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the company, as disclosed on its website.

As per the applicable provisions of the Companies Act, 2013, certain documents are required to be preserved permanently or up to a certain prescribed time. It is in this context that the Document Retention and Archival Policy ("Policy") is being framed and implemented.

## Objective of the Policy

The objective of this Policy is to classify the documents in two categories i.e. (i) documents which need to be preserved permanently and (ii) documents which need to be preserved for a specific period of time, not less than 8 (eight) years. The Company may keep documents specified in clauses (i) and (ii) in electronic mode. This policy establishes retention and archival schedules for various data categories defined in this policy and this policy is framed for the purpose of systematic identification, categorization, maintenance, retention and destruction of documents received or created in the normal course of business. This policy defines guidelines on determining document category, how long should a document be preserved and in what form, and how and when should certain documents be destroyed

## Introduction

The corporate records of **Sagility Limited** ("the Company") are important assets of the Company. It is the duty of every employee to keep the records in such a manner that the same is retrievable when needed and maintained in good condition and preserved till such time as mentioned below.

It is the Company's policy to maintain complete, accurate and high quality records. Records are to be retained for the period of their immediate use, unless longer retention is required for historical reference, contractual, legal or regulatory requirements or for other purposes as may be set forth below. Records that are no longer required, or have satisfied their required periods of retention, shall be destroyed.

The law in specific case clearly mentions for how long a document needs to be preserved and in such cases, in case of any inconsistency with this policy, the law will prevail.



No officer, director, employee, contractor or volunteer of the Company shall knowingly destroy a document with the intent to obstruct or influence the investigation or proper administration of any matter within the jurisdiction of any government department or agency or in relation to or contemplation of any such matter or case. This policy covers all records and documents of the Company.

The Company reserves the right to amend, alter and terminate this policy at any time.

### Responsibility for Administration

The head of the function/ department of the Company shall be responsible for administering the Policy and the implementation process and procedures to ensure that Documents Preservation Schedule is followed.

### Statement of Policy

It is the policy of this organization:

- To comply with applicable legal and regulatory duties to retain documents.
- To possess all documents needed for normal business purposes, including administration of ongoing business relationships.

Therefore, the organization directs and expect all officers, directors, employees, contractors and volunteers to follow the rules and procedures set forth herein. Please be aware that “documents” includes not only documents in paper form, but e-mail messages and all other forms of electronically stored information. Also be aware that the rules and procedures apply to all computers and other electronic devices provided to you by the organization for use in the business of the organization, regardless of whether those computers or devices are used on the organization’s premises or elsewhere.

### Policy and Purposes

This Policy represents the policy of **Sagility Limited** with respect to the retention and destruction of documents and other records, both in hard copy and electronic media (which may merely be referred to as “documents” in this Policy).

Purpose of the Policy include:

- a. retention and maintenance of documents necessary for the proper functioning of the Company as well as to comply with applicable legal requirements;
- b. destruction of documents which no longer need to be retained; and
- c. guidance for the Board of Directors, officers, staff, and other constituencies with respect to their responsibilities concerning document retention and destruction.



Notwithstanding the foregoing, the Company reserves the right to revise or revoke this Policy at any time. Please be aware that “Documents” includes not only Documents in paper form, but all digitally stored information including e-mails. These rules and procedures apply to all computers and other electronic devices provided to you by the Company for use in the business of Company, regardless of whether those computers or devices are used on the Company premises or elsewhere.

**Preservation of documents:** The Company shall preserve all its documents as per the requirements and provisions of the Companies Act, 2013, the Listing Regulations, the secretarial standards issued by the Institute of Company Secretaries of India and any other law, rules, regulations as may be applicable to the Company, from time to time.

**A. Documents to be preserved permanently:**

The Company shall preserve the documents which are of strategic importance and vital to the organisation and which are required to be preserved permanently in accordance with the provisions of the Companies Act, 2013, other applicable laws, rules, regulations, guidelines, circulars, and notifications etc., as may be applicable to the Company from time to time, including the documents as specified in Schedule I of this Policy.

**B. Documents to be preserved for at least eight financial years:**

The Company shall Preserve the documents which are required to be preserved for not less than 8 years in accordance with the provisions of laws, rules, regulations, guidelines, circulars, and notifications etc., as may be applicable to the Company from time to time, including the documents as specified in Schedule I of this Policy.

The documents not specifically covered under this Policy shall be preserved and maintained in accordance with the provisions of the respective acts, rules, guidelines and regulations as applicable under which those documents are required to be maintained.

**Rules and Procedures**

From time to time, the Head of Legal/Finance may issue a “legal hold,” suspending the destruction of any records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings. If and when you are informed of this by the Head of Legal/Finance, do not discard any documents relevant to the subject matter of the lawsuit, investigation or proceeding.

You will be informed of the specific types of documents that are relevant and must be retained for these purposes by the Company. Until that point in time, do not discard any document that may be relevant without the written approval of the Company Secretary & Compliance Officer. If in doubt, save the document.



In all other circumstances, you must retain the documents listed in **Schedule I** of this Policy for the periods of time set forth on that Schedule. The Schedule reflects our legal obligations for document retention.

Please note that the information listed in the Schedule below is intended as a guideline and may not contain all the records of the Company may be required to keep in the future. Questions regarding the retention of documents not listed in this schedule should be directed to the Company Secretary & Compliance Officer.

Please note that failure to follow this policy can result in possible civil and criminal sanctions against the Company and its officers, directors and employees, and possible disciplinary action against responsible individuals, up to and including termination of employment specific performance claim for damages, civil or criminal sanctions etc.

### Administration

#### Mode of maintenance:

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

#### Responsibilities of the Administrator

The Administrator's responsibilities shall include supervising and coordinating the retention and destruction of documents pursuant to this Policy and particularly the Document Retention Schedule included below. The Administrator shall also be responsible for documenting the actions taken to maintain and/or destroy Company's documents and retaining such documentation. The Administrator may also modify the Document Retention Schedule from time to time as necessary to comply with law and/or to include additional or revised document categories as may be appropriate to reflect Company's policies and procedures. The Administrator is also authorized to periodically review this Policy and Policy compliance with legal counsel and to report to the Board of Directors as to compliance. The Administrator may also appoint one or more assistants to assist in carrying out the Administrator's responsibilities, with the Administrator, however, retaining ultimate responsibility for administration of this Policy. Attached as **Schedule I** is a Documents Preservation Schedule that is approved as the Initial Schedule for maintenance, preservation and disposal of the Documents. The Company may preserve the Documents in electronic mode. The Administrator is also authorised to make modifications to the Documents Preservation Schedule from time to time to ensure that it is in compliance with local, State and Central Laws and monitor compliance with this Policy.



## Responsibilities of Constituencies

This Policy also relates to the responsibilities of board members, staff, volunteers, and outsiders with respect to maintaining and documenting the storage and destruction of the Company's documents. The Administrator shall report to the Board of Directors (the board members acting as a body), which maintains the ultimate direction of management. The Company's staff shall be familiar with this Policy, shall act in accordance therewith, and shall assist the Administrator, as requested, in implementing it. The responsibility of volunteers with respect to this Policy shall be to produce specifically identified documents upon request of management if the volunteer still retains such documents. In that regard, after each project in which a volunteer has been involved, or each term which the volunteer has served, it shall be the responsibility of the Administrator to confirm whatever types of documents the volunteer retained and to request any such documents which the Administrator feels will be necessary for retention by the Company (not by the volunteer). Outsiders may include vendors or other service providers. Depending upon the sensitivity of the documents involved with the particular outsider relationship, the Company, through the Administrator, shall share this Policy with the outsider, requesting compliance. In particular instances, the Administrator may require that the contract with the outsider specify the particular responsibilities of the outsider with respect to this Policy.

## Suspension of Document Destruction; Compliance

The Company becomes subject to a duty to preserve (or halt the destruction of) documents once litigation, an audit or a government investigation is reasonably anticipated. Therefore, if the Administrator becomes aware that litigation, a governmental audit or a government investigation has been instituted, or is reasonably anticipated or contemplated, the Administrator shall immediately order a halt to all document destruction under this Policy, communicating the order to all affected constituencies in writing. The Administrator may thereafter amend or rescind the order only after conferring with legal counsel. If any board member or staff member becomes aware that litigation, a governmental audit or a government investigation has been instituted, or is reasonably anticipated or contemplated, with respect to the Company, and they are not sure whether the Administrator is aware of it, they shall make the Administrator aware of it. Failure to comply with this Policy, including, particularly, disobeying any destruction halt order, could result in possible civil or criminal sanctions. In addition, for staff, it could lead to disciplinary action including possible termination.

## Electronic Documents; Document Integrity

Documents in electronic format shall be maintained just as hard copy or paper documents are, in accordance with the Document Retention Schedule. Due to the fact that the integrity of electronic documents, whether with respect to the ease of alteration or deletion, or otherwise, may come into question, the Administrator shall attempt to establish standards for document integrity, including guidelines for handling electronic files, backup procedures, archiving of documents, and regular checkups of the reliability of the system; provided, that



such standards shall only be implemented to the extent that they are reasonably attainable considering the resources and other priorities of the Company.

### Privacy

It shall be the responsibility of the Administrator, after consultation with counsel, to determine how privacy laws will apply to the Company's documents from and with respect to employees and other constituencies; to establish reasonable procedures for compliance with such privacy laws; and to allow for their audit and review on a regular basis.

### Emergency Planning

Documents shall be stored in a safe and accessible manner. Documents which are necessary for the continued operation of the organization in the case of an emergency shall be regularly duplicated or backed up and maintained in an off-site location. The Administrator shall develop reasonable procedures for document retention in the case of an emergency.

### Document Creation and Generation

The Administrator shall discuss with staff the ways in which documents are created or generated. With respect to each employee or organizational function, the Administrator shall attempt to determine whether documents are created which can be easily segregated from others, so that, when it comes time to destroy (or retain) those documents, they can be easily culled from the others for disposition. For example, on an employee-by-employee basis, are e-mails and other documents of a significantly non-sensitive nature so that they might be deleted, even in the face of a litigation hold with respect to other, more sensitive, documents. This dialogue may help in achieving a major purpose of the Policy - to conserve resources - by identifying document streams in a way that will allow the Policy to routinely provide for destruction of documents. Ideally, the Company will create and archive documents in a way that can readily identify and destroy documents with similar expirations.

### Procedure for disposal of Documents

From time to time the Company establishes retention or destruction policies or schedules for specific categories of records to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that bear special consideration are identified below in **Schedule I**. The Documents of the Company which are no longer required after expiry of the statutory retention period may be destroyed in the presence of a person authorized for the purpose, who shall ensure their destruction in accordance with practices that preserve the security of the information contained in them. The administrator may direct Employees in charge from time to time to destroy the Documents which are no longer required as per the Documents Preservation Schedule given under **Schedule I**. The details of the Documents destroyed by the Company shall be recorded in the Register for Disposal of Records to be kept by Employees who are disposing of the Documents in the format prescribed at **Annexure I**.



The documents may be destroyed in the following manner:

- (a) Recycle non-confidential paper records;
- (b) Shred or otherwise render unreadable confidential paper records; or
- (c) Delete or destroy electronically stored data

Where the law provides for any specific procedure for destruction of any records, such as board or committee authorization for destruction, it shall be ensured that such procedure is followed.

#### Suspension of Documents disposal in the event of Litigation or Claims

In the event the Company is served with any Notice for documents from any of the Statutory Authorities or any Litigation is commenced by or against the Company, then the disposal of documents which are subject matter of Notice/Litigation, etc. shall be suspended till such time the matter is settled or resolved or disposed of. The Administrator shall immediately inform all Employees of the Company for suspension of further disposal of Documents. If it is believed, or the Company has informed that Company records are relevant to litigation, or potential litigation (i.e., a dispute that could result in litigation), then those records shall be preserved until the Legal Department determines the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records. If it is believed that exception may apply or if any query arises regarding the possible applicability of that exception, the Legal Department is to be contacted.

#### Communication of this Policy

For all new Employees and Directors, a copy of this Policy shall be handed over as a part of the joining documentation, along with other HR related policies. For all existing Employees and Directors, a copy of this Policy shall be handed over within one month of the adoption of this Policy by the Board of Directors of the Company. This Policy shall also be posted on the website of the Company.

#### Amendment

Any change in the Policy shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. Any subsequent amendment/ modification in the Companies Act, 2013, the Listing Regulations and/or other applicable laws in this regard shall automatically apply to the Policy.

## Archival Policy

In terms of sub regulation (8) of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is required to disclose on its website all events or information as disclosed to the stock exchanges under the Listing Regulations. Such disclosures are required to be made available on the Company’s website for certain period prescribed under the Listing Regulations and thereafter as may be decided by the Company. The object is to ensure the preservation and availability of the Documents of the Company after their required regulatory preservation period, for any legal, administrative, and historical purposes, in respect of Documents which are hosted on the website of the Company:-

1. All Documents generated, disclosed, or received by the Company, on its website, for the purpose of shareholder communication, are the properties of the Company and constitute archival material.
2. Archival material of the Company shall not be destroyed or purged without the approval of the Compliance Officer. The Compliance Officer means the Company Secretary of the Company who is responsible to perform duties as required under Section 205 of the Companies Act 2013 and Regulation 6 of the Listing Regulations.
3. Provided that nothing contained herein shall be applicable to accidental deletion, or deletion due to any system flaw, virus, or any other deletion, inaccessibility, or loss due to any reason other than deliberate and determinate deletion.
4. Material so selected for preservation shall be sent to the Company archives in the category of such folders as may be specified by the Company.
5. The Compliance Officer, in consultation with the Board, will be responsible for deciding how long archival material is to be retained in and under the direct control of the officer concerned, if the law does not specify any time period, the period shall not be less than 3 years.
6. The events, information, Documents submitted to the stock exchange pursuant to the Listing Regulations, to be hosted on the website for the purpose of compliance with disclosure norms shall also be archived in the following manner:
  - a) The Company will post on its website all information and events disclosed to the Stock Exchanges pursuant to the Listing Regulations and the information posted in the Investor Section of the website so hosted shall be for a minimum period of 5 years.
  - b) Archiving of the Documents submitted to the stock exchange, in terms of the Listing Regulations, shall be archived for 3 years (or such period as may be decided by the management of the Company from time to time) after the lapse of the preservation period of 5 years [as specified in Regulation 30(8)].
  - c) For the Documents to be submitted to the stock exchange to comply with disclosure norms as required by any other Applicable Law, the Documents are to be archived after the lapse of the specified/required time period.



All information/documents hosted on the website of the Company voluntarily by the management shall be retained on the website/archive section for such period of time as may be deemed fit at the absolute discretion of the management of the Company, subject to compliance with applicable laws.

Any subsequent amendment/modification in the Companies Act, 2013, the Listing Regulations and/or other applicable laws in this regard shall automatically apply to the Policy. This Policy shall be disclosed on the Company's website.

This policy has been adopted by the Board of Directors on June 24, 2024 and shall be effective immediately.



**SCHEDULE I**

**APPENDIX A - DOCUMENTS PRESERVATION SCHEDULE**

The Documents Preservation Schedule is organized as follows:

**Document Retention Schedule. [Periods are suggested but are not necessarily a substitute for counsel’s own research and determination as to appropriate periods.]**

**Section Topic**

Corporate Records	
A	Accounts and Finance
B	Tax Records
C	Legal Files and papers
D	Property Records
E	Projects Records
F	Correspondence and Internal Memo
G	Insurance Records
H	Personnel Records
I	Electronic Records

**A: Corporate Records**

S.No	Record Type	Preservation period Documents to be retained
1.	Common Seal	Permanently
2.	Minutes Books of Board, General Meetings and Committees Meetings	Permanently
3.	Statutory Registers	Permanently
4.	License and Permissions	Permanently
5.	Statutory Forms except for routine compliance	Permanently
6.	Scrutinizers Reports	Permanently
7.	Register of Members	Permanently
8.	Index of Members	Permanently
9.	Annual Returns	Permanently
10.	Board Agenda and supporting documents	8 Years
11.	Attendance Register	8 Years
12.	Office copies of Notice of General Meeting and related papers	8 Years

13.	Office copies of Notice of Board Meeting / Committee Meeting, Agenda, Notes on Agenda and other related papers	8 Years
14.	Register of Debenture-holders if any	15 years after the redemption of debentures

### **B: Accounts and Finance**

S.No	Record Type	Preservation period Documents to be retained
1.	Annual Audit Reports and Financial Statements	8 Years
2.	Annual Plans and Budgets	8 years after completion of Audit
3.	Books of Accounts, Ledgers and Vouchers	8 years from the end of Financial Year or completion of assessment under Income Tax whichever is later
4.	Bank Statements	8 Years
5.	Investment Records	8 Years
6.	General Records	3 Years

### **C: Tax Records**

S.No	Record Type	Preservation period Documents to be retained
1.	Tax Exemption and Related documents	Permanent
2.	Tax Bills, receipts and payments	Permanent
3.	Excise Records	8 years from the end of the Financial Year or completion of assessment under the applicable law is over whichever is later.
4.	Tax Deducted at Source Records	8 years from the end of Financial Year or completion of assessment under the applicable law is over whichever is later.
5.	Income Tax papers	8 years from the end of Financial Year or completion of assessment under Income Tax whichever is later
6.	Service Tax	8 years from the end of Financial Year or completion of assessment under Service Tax whichever is later

#### D: Legal Files and Records

S.No	Record Type	Preservation period Documents to be retained
1.	Court Orders	Permanent
2.	Contracts, Agreements and Related correspondence (including any proposal that resulted in the contract and other supportive documentation)	8 years after termination or expiration of contracts
3.	Legal Memoranda and Opinions including subject matter files	3 years after the close of matter
4.	Litigation files	3 year after close of the Litigations

#### E. Property Records

S.No	Record Type	Preservation period Documents to be retained
1.	Original Purchase and Sale Agreement	Permanent
2.	Property Card, Index II, Ownership records issued by Government Authority	Permanent
3.	Property Insurance	Permanent

#### F: Project

S.No	Record Type	Preservation period Documents to be retained
1.	Project Documents and Related correspondence (including any proposal of the Project and its approval)	Permanent

#### G: Correspondence and Internal Memo

S.No	Record Type	Preservation period Documents to be retained
1.	Those pertaining to non-routine matters or having significant lasting consequences	Permanent

2.	<p>Correspondence and memoranda pertaining to routine matters and having no significant impact, lasting consequences e.g.</p> <ul style="list-style-type: none"> <li>• Routine letters, notes that require no acknowledgement or follow-up, such as inter office memo, letters for transmittal and plans for Meetings;</li> <li>• Letters of general enquiry and replies that complete cycle of correspondence;</li> <li>• Letter of compliant requesting specific actions that have no further value after change of name or address;</li> <li>• Other letters of inconsequential subject matter or that definitely close correspondence to which no further reference will be necessary.</li> </ul>	3 Years
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#### H: Insurance Records

S.No	Record Type	Preservation period Documents to be retained
1.	Insurance Policies	Permanent
2.	Journal Entry support data	8 years
3.	Inspections Reports	8 years
4.	Claims records	Till settlement is over and claim money is received
5.	Group Insurance Plans	Until plan is amended or terminated

#### I: Personnel Records

S.No	Record Type	Preservation period Documents to be retained
1.	Payroll Registers	Permanent
2.	Bonus, Gratuity and other Statutory Records	Permanent
3.	Time office Records and Leave Cards	8 Years
4.	Employees Information Records	8 years after separation

## J. Electronic Records

S.No	Record Type	Preservation period Documents to be retained
1.	<p>Electronic Mail</p> <ul style="list-style-type: none"> <li>• All e-mails received from Internal and External.</li> <li>• Employees will strive to keep their e-mails related to business issues.</li> <li>• All Emails related to business issues should be downloaded to a server or user directory on server.</li> <li>• Employees are requested to take care not to send proprietary or confidential internal e-mails to outside sources.</li> <li>• All e-mails of Employees which are important should be copied to the employees' folder.</li> </ul>	8 years.
2.	<p>Web Page Files : Internet cookies</p> <p>All workstations Internet Explorer should be scheduled to delete Internet cookies once per month.</p> <p>The Company does not automatically delete electronic files beyond the date specified in the Policy. It is the responsibility of all Employees to adhere to the guidelines specified in this Policy.</p> <p>Each month the Company will run backup copy of all Electronic files including email on servers.</p> <p>This backup is safeguard to retrieve lost information within 1 year retrieval period should the documents on network experience problems. The backup copy is considered a safeguard for the record retention system of the Company.</p> <p>In certain cases document will be maintained both paper and electronic form.</p>	

3.	<p>Electronically Stored Documents</p> <p>Electronically stored documents (e.g., in pdf, text or other electronic format) comprising or relating to a particular document otherwise addressed in this Schedule should be retained for the same period as the document which they comprise or to which they relate, but may be retained in hard copy form (unless the electronic aspect is of significance).</p>	
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The Documents in the above mentioned schedule shall be destroyed only after passing of a Board/ Committee resolution granting authority for destruction and the documents being destroyed will be entered in the register in the format as mentioned in **Annexure I**.

**DOCUMENT RETENTION AND DESTRUCTION POLICY**

Procedure for disposal of Documents

**Annexure I**

Particulars of Documents destroyed	Date and mode of destruction with the initials of Secretary or other authorised person
[•]	[•]