



Record Retention Policy

I. Purpose

The record retention policy (the “**Policy**”) provides for the systematic review, retention, preservation and destruction of records and documents received or created by IndoStar Capital Finance Limited (“**IndoStar**” or “**ICF**” or “**Company**”).

This Policy covers all records and documents, regardless of form – physical, electronic (including email) or any other form, and contains guidelines for how long certain documents should be kept and how records should be reviewed and destroyed.

The Policy is designed to ensure compliance with requirements of laws, regulations, circulars and notifications applicable to the Company including regulations issued by Reserve Bank of India (“RBI”), Securities and Exchange Board of India (“SEBI”), Insurance Regulatory and Development Authority of India (“IRDAI”), tax authorities and company law, and to eliminate accidental destruction of records and to facilitate operations by promoting efficiency and freeing up valuable storage space.

II. Definitions

- a) “**Document/s**” includes all papers, records, files, books, etc., as required to be maintained under the applicable laws and regulations.
- b) “**Electronic form**” includes any electronic device such as computer, laptop, tab, compact disc, cloud space, server or any other form of storage or retrieval device, considered feasible, whether the same is in possession or control of the Company or otherwise the Company has control over it.

III. Document Retention

IndoStar will follow the document retention procedures outlined in the Policy and the Record Retention Guideline. Documents that are not specifically listed, but are substantially similar to those listed, will be retained for the appropriate length of time. In case a similar record is also not listed then the same shall be retained for such period as maybe prescribed under applicable laws, and in case no such period is prescribed, the same shall retained as per internal S.O.Ps, if any, or permanently. Access to records must be controlled by authorized person with preservation, so as to ensure integrity of the Documents and prohibit unauthorized access.

The documents may be preserved either in physical form or electronic form. The preservation of documents should be such as to ensure that there is no tempering, alteration, destruction or anything which endangers the content, authenticity, utility or accessibility of the Documents.

IV. Nature of Records and Retention

The documents/records of a permanent nature (as mentioned in Annexure I) shall be maintained permanently along with any modification, amendments, additions or deletions made to the record by the Company. Further, the documents/records which are to be maintained and preserved for a specified time period after completion of the relevant transaction shall be preserved by the Company for a term prescribed in the Record Retention Guideline unless:

- (i) laws applicable to the Company prescribe a stricter retention period; or
- (ii) any litigation/ legal proceeding pertaining to any of the documents/ records mentioned below is ongoing, in which case the relevant document/ record shall be required to be preserved and retained until the litigation/ legal proceeding is closed/ disposed of/ settled and a final, non-appealable court order/ award has been passed in such litigation/ legal proceeding, (as the case may be).

V. Document Destruction

Records which have met the required retention period may be destructed in such mode recommended and as per the instructions given by the department head(s) and with prior approval of the Compliance Officer.

Document destruction process will be suspended immediately, upon any indication of an official investigation or when litigation is filed or appears imminent. Document destruction process must be reinstated upon conclusion of the investigation. The details of Documents destroyed by the Company shall be recorded in the Register of Disposal of Records to be kept by department head(s) who are disposing of the documents in the format prescribed

in Annexure II.

VI. Compliance and Review

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.

Failure on the part of employees to follow this Policy can result in possible civil and criminal liability for the Company and its employees and possible disciplinary action against responsible individuals.

For the purpose of this Policy, "Compliance Officer" shall be Chief Compliance Officer or such other person as may be appointed in his/her place, from time to time, as Compliance Officer, by the Management Committee.

The Compliance Officer of the Company will periodically review this Policy with the CFO and the internal auditors to ensure that the Policy is in compliance with new or revised regulations.

VII. Interpretation

In any circumstance where the terms of this policy is inconsistent with any existing or newly enacted law, rule, regulation or standard governing the Company, the said law, rule, regulation or standard will take precedence over this policy or procedures.

Annexure I

Indicative list of documents for permanent preservation:

S.No.	Date/Record Type	Department Responsible
1	Certificate of incorporation, Certificate of commencement of business, Certificate of change of name (if any);	Secretarial
2	Memorandum and Articles of Association as amended from time to time;	
3	Listing agreement signed with stock exchanges/Agreement with Registrar and Share Transfer Agent;	
4	Minutes Books of General Meetings, Management Committee Meetings, Board Meetings and Committee Meetings;	
5	Attendance registers for attending meetings of Board/ committees / proxy forms and attendance slips for general meetings;	
6	Common Seal;	
7	Register of Deposits, if any;	
8	Register of debenture-holders including index of debenture-holders (from the date of redemption of debentures);	
9	Foreign Register of debenture-holders (from the date of redemption of debentures);	
10	All books and documents relating to the issue of share certificates, including the blank forms of share certificates;	
11	Annual return and copies of all certificates and documents required to be annexed thereto;	
12	Order passed by any Court / Tribunal / Any Authority other than in recovery suits which are final in nature and cannot be superseded;	Legal
13	Correspondence, Filings with/ Approvals obtained from Registrar of Companies, regulatory authorities such as RBI, IRDAI, SEBI, MCA etc that are required to be maintained permanently	Compliance
14	Investment Records (excluding investments made in the normal course of business);	Treasury
15	PF / Gratuity Trust Deeds;	Human Resources
16	Signed Statutory audit reports' and Signed Financial Statements	Finance and Accounts
17	Signed Internal audit reports;	Internal Audit
18	Intellectual Property and Trade Secret related Agreement and documents;	Respective Departments
19	Correspondence, Property title Deeds, including purchase/sale deeds, Assessments, Licenses relating to property owned by the Company;	
20	Any other document as may be required to be maintained permanently in terms of the Act and Regulations, maintained and preserved from time to time.	

Annexure II

Specimen format of the register of Documents disposed of/destroyed:

Particulars of Document	Date of Destruction	Date of approval	Initials of the authorised person