



YARROW INFRASTRUCTURE PRIVATE LIMITED

(CIN: U70200DL2010PTC206346)

Registered Off : M-18, Diwan House, Ajay Enclave, New Delhi-110018

Website: www.sembcorpindia.com/yarrow.html Email: corp.secretarial@sembcorp.com

POLICY ON PRESERVATION AND ARCHIVAL OF DOCUMENTS

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(Under Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

1. Objective and Scope

Every Company is required to maintain documents either in physical or in electronic form. As per Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every Listed Company shall frame a policy on Preservation and archival of documents maintained by the Company either in Physical Mode or Electronic Mode classifying them in 2 categories as follows: -

- a) Documents whose preservation shall be permanent in nature.
- b) Documents with preservation period of not less than eight years after completion of relevant transactions

The Policy is aimed at providing guidelines to the management and employees of the Company for proper maintenance and preservation of documents and records for both statutory compliance and internal purpose thereby avoiding superfluous inventory of documents.

In accordance with the said regulation, the Company has devised a policy named "YIPL-Policy on Preservation and Archival of Documents ("Policy").

2. Definitions:-

"**Act**" means the Companies Act, 2013.

"**Applicable Law**" means any law, rules, circulars, guidelines or standards binding on the Company, under which the preservation of the Documents have been prescribed.

"**Authorised Person**" means the functional head of the concerned department, or any other person duly authorised by the Board.

"**Board**" means the Board of Directors of the Company.

"**Company**" means Yarrow Infrastructure Private Limited.

"**CS**" means the Company Secretary of the Company.

"**Document(s)**" refers to any documents, writings, papers, notes, agreements, deeds, contracts, summons, notices, advertisements, requisitions, orders, declarations, forms, correspondence, minutes, indices, registers and or any other record/s maintained by the Company, whether issued, sent, received or kept in pursuance of the Act or under any other



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law for the time being in force or otherwise, maintained on paper / print form or in Electronic form and does not include multiple or identical copies.

“**Electronic Record(s)**” means the electronic record as defined under clause (t) of subsection (1) of section 2 of the Information Technology Act, 2000.

“**Electronic Form**” means any contemporaneous electronic device such as computer, laptop, compact disc, floppy disc, space on electronic cloud, or any other form of storage and retrieval device, considered feasible, whether the same is in possession or control of the Company or otherwise the Company has control over access to it.

“**HOD**” means Head of the department.

“**Preservation**” means to keep the documents in good order and to prevent them from being altered, damaged or destroyed, other than as permitted by this Policy.

The words and phrases used in this Policy and not defined here shall derive their meaning from the Applicable Law.

3. Classification

The preservation of documents shall be done in the following manner:

Class I Documents: Documents whose preservation shall be permanent in nature.

Class II Documents: Documents with preservation period of not less than eight years after completion of the relevant transactions.

With respect to disclosures made by the Company under Regulation 51(3) of the Regulations, such disclosures shall be hosted and accessible on the Company’s website for a minimum period of five years.

As a general principle, any document having legal, historical or business significance or is of such a nature which is required by the Company for long term shall be preserved permanently even beyond the requirements mentioned under the applicable laws.

Each employee of the Company shall abide by the Policy and ensure that they identify and classify the documents as per the categories mentioned above and take appropriate action for preservation of documents.

In case of ambiguity as to the classification of documents, the employee may refer the matter to the HOD for final decision of the classification of the relevant document.



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It is advisable that the documents may be subject to periodic internal review and may be re- classified appropriately by the Authorised Person if required.

4. Modes of preservation/Storage

The Documents may be preserved in: Physical form or Electronic form.

The preservation of Documents should be such as to ensure that there is no tampering, alteration, destruction, or anything which endangers/jeopardizes the content, authenticity, utility, or accessibility of the Documents other than disposal of Documents as permitted under this Policy.

The preserved Documents must be accessible at all reasonable times. Access shall be controlled by the Authorised Persons so as to ensure integrity of the Documents and prohibit any unauthorized access.

5. Custody of the Documents

Subject to the Applicable Law, the custody of the Documents shall be with the relevant Authorised Person. However, when the Authorised Person tenders his/her resignation or is transferred from one location of the Company to another or is otherwise no longer employed with the Company, such person shall hand over all the relevant Documents, lock and key, access control or password, or company disc, other storage devices or such other Documents and devices in his possession under the Policy to the new HOD replacement. Information relating to the cessation or transfer of the Authorised Person shall also be intimated to the CS and information technology (IT) department of the Company.

The Authorised person shall co-ordinate with the IT Department of the Company to ensure Preservation of Documents in electronic form, as appropriate.

Notwithstanding anything contained elsewhere in the Policy but subject to the requirements of Applicable Law, the Authorised Person may (subject to final approval from the HOD) permit other means of storage including usage of a third-party service provider or a centralized system of storage for the Preservation of Documents.

Notwithstanding anything contained above, where any Documents are required to be maintained at the registered office of the Company, then they shall be maintained at such place.

6. Authority to make modifications to the policy

The Board is authorised to make any change or modifications in this Policy as considered as may be necessitated due to change in Listing Regulations or in the Companies Act, 2013 and



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the rules made thereunder, or any other Act/Regulations/Rules at any point of time or due to any other reason as they may at their discretion consider appropriate.

7. Destruction of Documents

Destruction as a normal administrative practice usually occurs because the records are duplicated, unimportant or for short term use only. This applies to both physical and electronic Documents.

Class I: Documents cannot be disposed of without the approval of the Board.

Class II: Documents may be disposed off after the time prescribed under applicable law has lapsed, with the prior approval of the Authorised Person

The Authorised person shall exercise due diligence while destroying any Documents, including seeking confirmation from other relevant departments or external consultants to the extent necessary.

A register of the Documents disposed/destroyed shall also be maintained. It shall state the brief particulars of the Documents destroyed, date of disposal/destruction and the mode of destruction. The entries in the register shall be authenticated by the Authorised Person.

The format of the register shall be in accordance with Annexure-II.

The functional head of the IT department shall make appropriate provision for back up for Electronic Records.

The relevant Authorised Person shall forthwith inform the CS and the HOD of any damage or inadvertent destruction of any Document.

8. Archiving of Documents which are on Company's website

Recognizing the need to ensure the preservation and availability of the Documents of the Company after their required preservation period as set out under the Regulations and hereunder, for any legal, administrative, and historical purposes, the Company adopts the following archival policy in respect of Documents which are hosted on the website of the Company: -

All Documents generated, disclosed or received by the Company, on its website are the properties of the Company and constitute Archival Material. Archival Material of the Company shall not be destroyed or purged without the approval of the Authorised Person. Provided that this shall not apply in case of an 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.



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Archiving of the Documents to be submitted to the stock exchange, in terms of the Regulations, shall be done after the lapse of the preservation period of 5 years, as per the archival policy.

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.

Material so selected for Preservation shall be sent to the Company archives.

The Authorised Person will be responsible for deciding how long Archival Material is to be retained after the minimum period of five years, if the law or this Policy does not specify any time period.

9. Miscellaneous

Maintenance of Documents in Indexed form

For ease of record reference, the Documents may be preserved in an indexed form. The index may be kept in physical form and/or in Electronic Form.

Conversion of the form in which the Documents are preserved

The physical Documents preserved may be converted, whenever required or felt necessary, into Electronic Form to ensure ease in maintenance of Documents and efficient utilization of space. This will be done after obtaining prior approval of the Authorised Person.

Authenticity

Where a Document is being maintained both in physical form and in electronic form, the authenticity with reference to the physical form shall be considered for every purpose.

Uploading on the Website

A copy of this Policy shall be uploaded on the website of the Company.

Interpretation

In any circumstance where the terms of this Policy differ from any existing or newly enacted law, rule or Regulation, the law, rule or Regulation will take precedence over this Policy until such time as this Policy is changed to conform to the law, rule or Regulation.

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Annexure -A

Class I Documents

- The Memorandum and Articles of the Company
- Affidavit from the subscribers to the Memorandum and from persons named as the First Directors
- Register of Members (MGT-1)
- Register of Renewed and Duplicate Share Certificate (SH-2)
- Books and Documents relating to the issue of share certificates, including the blank forms of share certificates
- Annual Return
- Register of Charges (CHG-7)
- Minutes Book of General Meeting, Board Meeting and Committee Meeting.
- Register of particulars of loans and guarantee given, securities provided & acquisition of securities made by the Company (MBP-2)
- Register of Investments not held in its own name by the Company (MBP-3)
- Register of Contracts with Related Party and Contracts and Bodies etc. in which Directors are interested (MBP-4)
- Various licenses and permits/approvals received by the Company wrt the business of the Company.

Class II Documents

- Instrument Creating a Charge or modification thereon (8 years from the date of satisfaction of charge)
- Instrument Creating a Charge or modification thereon (8 years from the date of satisfaction of charge)
- Register of Debenture Holders or any other security holders (8 years from the date of redemption of debentures or securities)(MGT-2)
- Copies of all annual returns prepared under Section 92 of the Companies Act, 2013 and copies of all certificates and Documents required to be annexed thereto (8 years from date of filing with the Registrar)
- Foreign register of debenture holders or any other security holders (8 years from the date of Redemption)



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- Books of Account together with relevant vouchers (Not less than 8 financial year)
- All notices pertaining to disclosure of interest of directors (MBP-1) for a period of 8 years from the end of the financial year to which it relates)
- All certificates surrendered to a company (3 years from date of surrender)
Register of deposits (not less than 8 years from the date of last entry)
- Instrument creating a charge or modification (8 years from date of satisfaction of charge) The postal ballot and all other papers relating to postal ballot including voting by electronic means (as long as they remain current or for 8 financial years), whichever is later.
- All books and documents relating to the issue of share certificates, including the blank forms of share certificates not less than 30 years
- Attendance Register for Board Meeting and recording of attendance of Meetings through Electronic Mode (8 Financial years)(SS-1)
- Copies of Notices, Agenda, Notes on Agenda and papers related to Board Meeting. (8 Financial Years) (SS-1)
- Office copies of Notices, Scrutinizer's Report, and related papers (as long as they remain current or for 8 financial years), whichever later (SS-2)



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Annexure- B

The list of the register of Documents disposed/destroyed –

PARTICULARS OF DOCUMENT ALONGWITH PROVISION OF APPLICABLE LAW	DATE AND MODE OF DESTRUCTION	INITIALS OF THE AUTHORISED PERSON