

## **DEN Networks Limited**

### **PRESERVATION OF RECORDS POLICY**

The Securities Market Regulator- Securities and Exchange Board of India (SEBI) vide its notification issued on 02<sup>nd</sup> September, 2015 has repealed the clauses under Listing Agreement entered into by the Companies with the Stock Exchange(s) and has put in place Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to come into force from the 90<sup>th</sup> day from the date of publication in the Official Gazette (i.e. from 01<sup>st</sup> December, 2015).

#### **Preamble:**

This policy attempts to preserve and maintain records of the organization. During the course of business, the Company generates several records either in physical or in electronic modes, most of the records are useful for a shorter span of time, hence such records are kept for a definite period of time, but some records may be needed to be kept permanently during the lifetime of the organization. In order to preserve such records, the Company needs to implement a well-considered, well-documented plan in order to ensure that they remain trustworthy and useful over a period of time.

#### **Purpose of the policy:**

The purpose of this policy is to establish the framework needed for effective management of the records at the Company and also set principles for underlying the Company's approach to preservation of its records. In order to efficiently conduct its business, the storage, retrieval and management of these information reserves of the Company is a significant issue.

A good record keeping program is fundamental to the Company's commitment to administrative transparency and accountability. It enables the Company to account for decisions and actions by

providing essential evidence in the form of records and ensures the preservation of the collective memory of the Company.

The Company is concerned with all aspects of its record keeping independent of the technological medium. This policy seeks to ensure that the Company's business is adequately documented through the creation of records that are then managed in accordance with best practice.

Preservation of records is the responsibility of all staff & users of archives and records of the Company. Responsibility is to ensure the continuous availability and authenticity of the records.

**Scope:**

This policy is applicable to the Company and all the departments in the Company. The policy ensures that the Company maintains both electronic and paper documents which are bound by the legislative requirements and are subject to the same degree of confidentiality and care. Therefore, the records must be kept keeping in mind the confidentiality and nature of the document

**Definitions:**

**“Preservation”** is maintenance of documents, files and records in usable form.

**“Records”** means recording of information in any form including data in computer systems, created or retrieved and maintained by an organisation or person in the transaction of business or the conduct of affairs and kept as evidence of such activity.

**“Record Keeping”** means making and maintaining complete, accurate and reliable evidence of business transactions in the form of recorded information.

**“Company”** means DEN Networks Limited

**“Board of Directors” or “Board”** means the Board of Directors of DEN Networks Limited, as constituted from time to time.

**“Policy”** means policy on Preservation of records.

**“Storage Options”** means

**Online storage:** Records are kept on a server or hard drive and are immediately available for use over a network. This option is best for records that must be accessed frequently.

**Near-line storage:** Records are stored on media such as optical disks in jukeboxes or tapes in automated libraries which are attached to a network. Because retrieval is slower than with online storage, this option is most appropriate for records that are accessed occasionally.

**Offline storage:** Records are stored on removable media and must be manually retrieved. This option provides the slowest access and should be used for records that are only rarely needed.

**“Listing Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Policy:**

#### **a) LEGISLATIVE FRAMEWORK AND STANDARDS**

- Companies (Preservation and Disposal of Records) Rules, 1966
- Companies Act, 2013.
- Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.

#### **b) RESPONSIBILITY OF RECORD KEEPING**

- **MANAGERS**

Management-level staff is responsible for implementing and maintaining sound record keeping practices within their respective administrative units. Managers must ensure that records are created, maintained and stored in accordance with the standards outlined in this policy, and that no records are destroyed before their prescribed time limit.

- **STAFF**

Every member of staff is responsible for making and keeping such records as may be necessary to fully and accurately record the functions, activities, transactions, operations, policies, decisions, procedures, affairs, administration and management of the Company. Staff members are to handle records sensibly and with care and respect so as to avoid damage to the records and prolong their life-span.

### **c) CREATION OF RECORDS**

- In accordance with this policy, all staff is required to create full and accurate records which adequately document the business activities in which they take part. Records should be full and accurate to the extent necessary to:-
  - i. facilitate action by employees, at any level, and by their successors;
  - ii. make possible a proper scrutiny of the conduct of businesses by anyone authorized to undertake such scrutiny;
  - iii. protect the financial, legal and other rights of the organization, its clients and any other people affected by its actions and decisions.

### **d) MAINTAINENCE OF RECORDS**

- The content and essential characteristics of digital records must remain unchanged through preservation.

- Digital records can be maintained in forms such as emails, web pages or database records, plus scanned versions of paper records that have been digitised in business processes.
- Physical records to be maintained in books and files.
- All digital and physical records to be saved at the registered office or any other office as may be approved by the Board of the Company and no physical records can be migrated without permission of Company Secretary.
- A reproduction of any original record on microfilm or on any other medium shall be certified by a Director or the Company Secretary of the Company to be a true and accurate reproduction of the original of such record.

#### **e) DISPOSAL AND DESTRUCTION OF RECORDS**

- All records mentioned in **Annexure A** which are temporary in nature must be preserved for not less than 8 years or such other period as may be prescribed under any law for the time being in force and thereafter the records can be destroyed. However, all records mentioned in **Annexure B** need to be preserved by the Company permanently during the entire life of the Company. Utmost care is to be taken to ensure that files are neither prematurely destroyed nor kept for period longer than necessary.
- The Company shall maintain a register wherein it shall enter brief particulars of the documents destroyed and all entries made therein shall be authenticated by the Secretary or such other person as may be authorized by the Board for the purpose. Inspection of this register is restricted.

#### **f) DISCLOSURE:**

This Policy will be disclosed on the Company's website [www.dennetworks.com](http://www.dennetworks.com).

<b>Policy applies to</b>	The Company, Board of Directors, Key
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	Managerial Personnel, all employee levels and support staff
<b>Approving Authority</b>	Board of Directors
<b>Officer responsible</b>	Compliance Officer of the Company

<b>Sr. No.</b>	<b>Annexure A (Record that need to be preserved for 8 years)</b>	<b>Annexure B (Record that need to be preserved permanently)</b>
1.	Proxy forms	Certificate of incorporation
2.	Representation letters	Certificate of change of name (if any)
3.	Statutory registers maintained under the Companies Act, 2013	Memorandum and Articles of Association as amended from time to time
4.	Circular resolutions	Counter folios of Share Certificates issued from time to time
5.	Annual reports	Licenses Issued by Regulatory Authority
6.	Consent and Resignation Letters received from the Directors	
7.	Central Government Approvals received	
8.	NSDL/CDSL Files	
9.	Annual financial statements including:	
10.	-Annual accounts	
11.	-Directors report	
12.	-Auditor's report	
13.	Minute book	
14.	Declaration by directors under section 164 of the Companies Act, 2013	
15.	Declaration by directors under section 184 of the Companies Act, 2013	
16.	All documents under the Listing Agreement	
17.	Notice of General Meetings and Board Meetings	

18.	Documents on which the common seal of the company has been affixed.
19.	Advertisements published
20.	Disclosures under takeover code
21.	Inward file giving information about the various correspondence received from outside agencies requiring secretarial action