

# RECORDS RETENTION POLICY- XCHANGING SOLUTIONS LIMITED

## 1. Purpose

This Policy is framed as per requirement of Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) to ensure that necessary Records and Documents of Xchanging Solutions Limited (the “Company” or “XSL”) are adequately protected and maintained and to ensure that the Records and Documents which are no longer needed or are of no value are discarded at the proper time.

## 2. Definitions

“**Authorized Person(s)**” means and includes any Key Managerial Personnel, Head of any Department within the Company or any other person authorized by or on behalf of the Board under the Policy.

“**Board**” means Board of Directors of the Company.

“**Books of Account**” means books of account as defined under the Companies Act, 2013.

“**Document and / or Records**” means all business records of the Company in written, printed and recorded matter and electronic forms of records and includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of the Companies Act 2013, SEBI Act 1992 or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.

“**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.

“**Employee(s)**” employee(s) means employee (s) of the Company and includes officers and directors of the Company.

“**Key Managerial Personnel**” means key managerial personnel as defined under the Companies Act, 2013.

“**Policy**” means Records Retention Policy.

Words and expressions used and not defined in this code but defined in the Companies Act, 2013 and rules and regulations made thereunder or Listing Regulations shall have the meanings respectively assigned to them in respective legislation.

### 3. Applicability

This Policy shall apply to all Records and Documents of the Company, whether maintained in physical or electronic form as per various statutory requirements and are subject to the same degree of confidentiality and care.

### 4. Policy

4.1 The documents may be preserved in 'Physical Form' or 'Electronic Form'.

4.2 Every member of the Company is responsible for making and keeping the documents as may be necessary to fully and accurately record the functions, activities, transactions and affairs of the Company. They must handle the documents sensibly and with care and preserve them to avoid any damage before its prescribed time limit.

i. Digital documents can be maintained in forms such as emails, web pages or database records, plus scanned versions of papers that have been digitized in business processes.

ii. Physical documents to be maintained in books and files.

iii. All digital and physical records to be saved at the registered office of the Company and no physical records can be migrated without permission of the respective Department Head / Authorized Person.

iv. A reproduction of any original record on microfilm or on any other medium shall be certified by the respective Head of Department of the Company to be a true and accurate reproduction of the original of such document.

4.3 All documents mentioned in '**Category A**' which are temporary in nature must be preserved for a period 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 documents mentioned in '**Category B**' needs to be permanently preserved by the Company during its entire life time. Utmost care is to be taken to ensure that files are wellpreserved.

4.4 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 Department Head / Authorized Person for the purpose. Inspection of this register is restricted.

4.5 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.

4.6 The Board of Directors of the Company reserves the right to amend or modify this Policy in whole or in part, as may be required, at any point of time.

S. No.	Category A	Category B
1	Proxy form	Certificate of Incorporation
2	Representation letters	Certificate of change of Name (if any)
3	Annual Return	Memorandum and Articles of Association as amended from time to time
4	Instrument of Charge	Minutes of Board/Committee/ Shareholders Meetings
5	Documents on which common seal has been affixed	Statutory Registers and records, Annual Reports maintained by the Company under the Companies Act, 2013 or any other previous company law
6	Consents and Resignation Letters	Trademark registrations, copyrights, licenses and other Intellectual Property Rights
7	Annual Financial Statements	
8	Declaration by Directors u/s 164 and 184	
9	Circular Resolutions	
10	Notices of General Meeting	
11	All documents under the Listing Agreement	
12	Advertisements published	
13	Disclosures under takeover code	
14	Legal files, records and documents	
15	Books of Accounts	
16	Structured Digital Database to be maintained by the Company in compliance of Regulation 3(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015	