



**Policy for Preservation of Documents**

**[Adopted by the Board on 01/07/2024]**

**HIGHWAY INFRASTRUCTURE LIMITED**

## **POLICY FOR PRESERVATION OF DOCUMENTS**

### **1. PREFACE AND OBJECTIVE**

A policy on the Preservation of Documents would ensure safe keeping of the records and safeguard the documents from getting mishandled, while at the same time avoiding overflow of inventory of documents. The Board of Directors (the “Board”) of Highway Infrastructure Limited (the “Company”) has approved the following policy for the Preservation of Documents in terms of Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”).

As per Regulation 9 of the SEBI Listing Regulations, the listed entity shall have a policy for the Preservation of Documents, approved by its Board of Directors, classifying them in at least two categories i.e.

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

The listed entity may keep such documents in electronic mode. The Policy has been approved by the Board of Directors in its meeting held on 01/07/2024.

### **2. EFFECTIVE DATE**

The Policy shall be effective from **01/07/2024**.

### **3. OBJECTIVE AND SCOPE:**

The objective of this policy is to have a requisite framework for the preservation of the Company’s documents, which facilitate:

- a) identification of records that are to be maintained and preserved permanently;
- b) identification of records that are to be maintained and preserved for a specific period of time;
- c) dissemination of equal, adequate, and timely information to the stakeholders through the website of the Company;
- d) the stakeholders to track the performance of the Company over regular intervals of time and assess the current status of the Company;
- e) accessibility of maintained documents at all reasonable times;
- f) deciding the mode of preservation of documents, whether in physical form or in electronic form.

### **4. DEFINITIONS:**

“**Act**” means the Companies Act, 2013.

“**Applicable Law**” means any law, rules, circulars, guidelines or standards issued by Securities Exchange Board of India, Ministry of Corporate Affairs and The Institute of Company Secretaries of India under which the preservation of the Documents has been prescribed.

“**Authorised Person**” means any person duly authorized by the Board.

“**Board**” means the Board of Directors of the Company or its Committee.

“**Company**” means Highway Infrastructure Limited.

“**Current Document(s)**” means any Document, that still has an ongoing relevance with reference to any ongoing litigation, proceedings, complaint, dispute, contract, or any like matter.

“**Document(s)**” refers to papers, notes, agreements, notices, advertisements, requisitions, orders, declarations, forms, correspondence, minutes, indices, registers, and or any other record, required under or in order to comply with the requirements of any Applicable Law, whether issued, sent, received or kept in pursuance of the Act or under any other law for the time being in force or otherwise, maintained on paper 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 sub-section (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 the 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.

“**Maintenance**” means keeping Documents, either physically or in Electronic Form.

“**Preservation**” means to keep in good order and to prevent them from being altered, damaged, or destroyed.

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

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

## **5. DOCUMENTS TO BE PRESERVED**

This Policy sets the standards for preservation of documents of the Company, broadly classified in the following categories, which may be preserved, in physical and/or electronic mode.

### **(i) CATEGORY A – DOCUMENTS WHOSE PRESERVATION SHALL BE PERMANENT IN NATURE**

The following documents shall be maintained and preserved permanently by the Company. All modifications, amendments, additions, and deletions to the said documents shall also be preserved permanently by the Company.

- (a) Registration Certificates
- (b) Statutory Registers required under applicable laws
- (c) Polices, Charters, and Codes of the Company

- (d) Minutes of the Board Meetings and Board Committees as prescribed by the “Secretarial Standard-1 on Meetings of Board of Directors” issued by the Institute of Company Secretaries of India.
  - (e) Minutes of General Meetings (including AGMs) as prescribed by the “Secretarial Standard-2 on General Meetings” issued by the Institute of Company Secretaries of India.
  - (f) Register of Directors and Key Managerial Personnel.
  - (g) Register of Renewed and Duplicate Share Certificates
  - (h) Register of Charges
  - (i) Register of Members along with the index (Form MGT-1)
  - (j) Register u/s 186 of the Companies Act, 2013 (loan/ guarantee/ security or making an acquisition of securities) Form MBP-2.
  - (k) Register u/s 187 of the Companies Act, 2013 (investment held in the name of any other person) Form MBP-3.
  - (l) Register u/s 189 of the Companies Act, 2013 (Register of contracts or arrangements in which directors are interested as per Section 184 & 188 of the Act)
  - (m) Audited Financial Statements
  - (n) Compliance/Secretarial Audit Report
  - (o) Payroll Register
  - (p) All insurance policies
  - (q) Property Card, Ownership, records issued by government Authority
  - (r) The Original Signed and Stamped Memorandum of Association and the Articles of Association of the Company
  - (s) Material agreements/ contracts, which, even if terminated, may have an impact on business.
  - (t) Orders/judgment issued by Courts/statutory bodies and other background documents relevant to understanding such Orders
  - (u) Any other document, certificates, or statutory registers that may be required to be preserved permanently in terms of the Companies Act, 2013, and/or SEBI Regulations.
- (ii) **CATEGORY B – DOCUMENTS TO BE PRESERVED FOR NOT LESS THAN EIGHT YEARS AFTER COMPLETION OF THE RELEVANT TRANSACTION.**

The following documents shall be maintained and preserved for a term not less than eight years after the completion of the relevant transactions. All modifications, amendments, additions, and deletions to the said documents shall also be preserved for a term not less than eight years.

- (a) Documents/Information furnished to Stock Exchanges including information submitted in compliance with SEBI Listing Regulations, as amended from time to time, shall be preserved for a minimum period of eight years from the end of the financial year in which the documents/information is furnished.
- (b) Books of Accounts
- (c) Annual Returns (copies of all certificates and documents required to be annexed thereto) as per Companies Act, 2013;
- (d) Office Copies of Notices, Agenda, Notes on Agenda of Board Meetings and Board Committees and other related papers shall be preserved for as long as they remain current or for eight financial years, whichever is later and may be destroyed thereafter with the approval of the Board, as prescribed by the “Secretarial Standard-1 on Meetings of Board of Directors” issued by the Institute of Company Secretaries of India.
- (e) Disclosure of interest received from directors of the Company in the manner prescribed.
- (f) Instrument creating a charge or modifying a charge.
- (g) Changes to the Memorandum and Articles of Association.
- (h) Employment record for the employees of the Company.
- (i) Office Copies of Notices, Scrutinizer’s Report, and related papers regarding General Meetings (including AGM) shall be preserved for as long as they remain current or for eight financial years, whichever is later, and may be destroyed thereafter with the approval of the Board of Directors, as prescribed by the “Secretarial Standard-2 on General Meetings” issued by the Institute of Company Secretaries of India.
- (j) Attendance Register for Board Meeting and recording of attendance of Meetings through Electronic Mode for eight financial years and may be destroyed thereafter with the approval of the Board of Directors, as prescribed by the “Secretarial Standard-1 on Meetings of Board of Directors” issued by the Institute of Company Secretaries of India.
- (k) Documents as are required to be maintained under relevant laws relating to direct and in-direct taxes.
- (l) Marketing documents.
- (m) Press releases.
- (n) Legal documents including but not limited to contracts, legal opinions, orders passed by various

courts and tribunals, documents relating to cases pending in any court, tribunal or authority.

- (o) Any other document, certificates, statutory registers which may be required to be maintained and preserved for not less than eight years after completion of the relevant transaction under the Companies Act, 2013 and/or SEBI Regulations.

**(iii) CATEGORY C – GENERAL**

In addition to the documents mentioned in Category ‘A’ and ‘B’ above, other documents, certificates, forms, statutory registers, records, etc. which are required to be mandatorily maintained and preserved shall be preserved for a stipulated period of time as per the existing Rules/ Procedures/ Practices of the Company or as per the applicable Statutory/ Regulatory provisions in this regard.

**6. ROLES & RESPONSIBILITY**

The Heads of respective Departments of the Company shall be responsible for the preservation of the documents in terms of this Policy, in respect of the areas of operations falling under the charge of each of them.

**7. DESTRUCTION OF DOCUMENTS**

After the expiry of the statutory retention period, the preserved documents may be destroyed in such mode under the instructions approved by the Board of Directors/ concerned Functional Director/ Head of the Department. This applies to both physical and electronic documents. The documents may be destroyed as follows:

- (i) Recycle non-confidential paper records;
- (ii) Shred or otherwise render unreadable confidential paper records; or
- (iii) Delete or destroy electronically stored data.

**8. GENERAL**

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.

**9. AMENDMENT TO THE POLICY**

The Board of Directors may, subject to the applicable laws amend any provision(s) or substitute any of the provision(s) of this Policy with new provision(s) or replace this Policy in entirety.