

## Archival Policy of Listed Entity

### Background

The Securities and Exchange Board of India has notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") on September 2, 2015 to be effective from December 1, 2015.

Regulation 30 of these Listing Regulations deals with disclosure of material events by the listed entity specified under Part A of Schedule III of the Listing Regulations.

Further, SEBI has issued a circular on 'Continuous Disclosure Requirements for Listed Entities' on September 9, 2015 indicating the details that need to be provided while disclosing above events.

Regulation 30 and the above circular states that:

- a) the events specified in Para A of Part A of Schedule III of the Listing Regulations are deemed to be "Material Events" and the listed entity shall make disclosures of such events to the Stock Exchanges. (enclosed as Annexure I)
- b) the events specified in Para B of Part A of Schedule III of the Listing Regulations are to be disclosed to the stock exchanges, if considered "Material" pursuant to the Company's Policy on "Reporting of Material Events under Regulation 30 of Listing Regulations". (enclosed as Annexure II)
- c) the events or information with respect to subsidiary companies, which are considered "Material" for the Company.

### Definitions

- (a) Archival means the process of archiving the documents of the Company.
- (b) Listed Entity means Ludlow Jute & Specialities Limited.
- (c) Regulations mean the **Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

### Archival Requirements

As per Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (herein after called "the Listing Regulations") the Company is required to disclose on its website all such events or information which is to be disclosed to the Stock Exchanges pursuant to these regulations.

The abovesaid disclosures made to the Stock Exchanges would be hosted on the Company's website for a minimum period of five years from the date of such hosting. The information which are more than five years old will be archived from the website of the Company and shall be maintained by the Company for a period of three years or for such period as may be decided by the Managing Director.

**Review of Policy**

In case there are any regulatory changes, the policy shall be reviewed and amended with due approval from the Managing Director. However, the amended regulatory requirements will supersede the Policy till the time Policy is suitably amended.

**FOR AND ON BEHALF OF THE BOARD  
LULDOW JUTE AND SPECIALITIES LIMITED**

**Managing Director**

*Annexure I*

**The Indicative list of information, whether material or not, which shall be published in the website of the Company under the "Corporate Announcement Section" and would be subject to the Archival Policy of the Company, are as under:**

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1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring;
  - i) acquiring control, whether directly or indirectly; or,
  - ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -
    - a. the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
    - b. there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.
2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.;
3. Revision in Rating(s);
4. Outcome of meetings of the Board of Directors in respect of:
  - a. dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
  - b. any cancellation of dividend with reasons thereof;
  - c. the decision on buyback of securities;
  - d. the decision with respect to fund raising proposed to be undertaken;
  - e. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares would be credited/dispatched;
  - f. reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
  - g. short particulars of any other alterations of capital, including calls;
  - h. financial results;
  - i. decision on voluntary delisting by the listed entity from stock exchange(s)
5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity),

agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof;

6. Fraud/ Defaults by promoter or key managerial personnel or by the listed entity or arrest of key managerial personnel or promoter;
7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer;
8. Appointment or discontinuation of share transfer agent;
9. Corporate debt restructuring.
10. One time settlement with a bank.
11. Reference to BIFR and winding-up petition filed by any party / creditors.
12. Issuance of notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity;
13. Proceedings of annual and extraordinary general meetings of the listed entity;
14. Amendments to memorandum and articles of association of listed entity, in brief;
15. Schedule of analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.

*Annexure II*

**The Indicative list of information, which if considered "Material" in nature, shall be published in the website of the Company under the "Corporate Announcement Section" and would be subject to the Archival Policy of the Company, are as under:**

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1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division
2. Change in the general character or nature of business brought about by:
  - 2.1. Arrangements for strategic, technical, manufacturing, or marketing tie-up
  - 2.2. Adoption of new line(s) of business
  - 2.3 Closure of operations of any unit/division - (entirety or piecemeal)
3. Capacity addition or product launch
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts, not in the normal course of business
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof
6. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
8. Litigation(s) / dispute(s) / regulatory action(s) with impact
9. Frauds/ defaults by directors (other than key managerial personnel) or employees of the listed entity
10. Options to purchase securities (including any Share Based Employee Benefit (SBEB) Scheme)
11. Giving of guarantees or indemnity or becoming a surety for any third party
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals

## Policy for Preservation of Documents

### Definitions

- “Act” means the Companies Act, 2013, Rules framed thereunder and any amendments thereto.
- “Applicable Law” means any law, rules, circulars, guidelines or standards under which the preservation of the Documents has been prescribed.
- “Regulations” mean the **Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**.
- “Authorised Person” means any person duly authorised by Managing Director.
- “Board” means the Board of directors of the Company or its Committee.
- “Company” means Ludlow Jute & Specialities Limited.
- “Documents” means papers, deeds, agreements records, books, financials and all other papers essential for the working of the Company and for recording evidences and all other papers as required to be maintained by regulatory authorities.
- “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 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.
- “Register” means documents and records required to be maintained under:
  - a. The Companies Act 2013 and Rules thereunder
  - b. SEBI Regulations
  - c. Secretarial Standards
  - d. Any other law for the time being in force
- “Preservation” means preserving and maintaining of the documents by the Company in such a way that they are accessible for checking and production for such time as required by different statutes from time to time.

### Objective

In view of the new regulations brought into effect by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is adopting a policy named “**Policy for Preservation of Documents**”.

This policy will regulate, control and monitor the preservation, storing and keeping of documents of the Company in the manner which will be beneficial for the Company and which will be in adherence of the requirements of the new regulations made applicable by the SEBI.

### **Coverage**

This Policy is intended to guide the Company and its officer on maintenance of any Documents, their preservation and disposal.

### **Classification**

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

- a) Where there is a period for which a Document is required to be preserved as per Applicable Law, for the period prescribed by Applicable Law.
- b) Where there is no such requirement as per Applicable Law, then for such period as the document pertains to a matter which is covered under the definition of current documents.

An indicative list of the Documents and the time-frame of their preservation is provided in Annexure- I

### **Modes of preservation**

- The Documents may be preserved in
  - I. Physical form or
  - II. Electronic Form
- The officer of the Company required to preserve the Document shall be Authorised Person who has to observe the compliance of requirements of Applicable Law and this policy.

### **Authority to make alterations to the Policy**

The Managing Director is authorised to make such alterations to this Policy as considered appropriate, subject, however, to the condition that such alterations shall be in consonance with the provisions of the Act, Regulations thing and other applicable laws.

### **Disposal and Destruction of Records**

The policy also ensures that the disposal and destroying of documents will be in the manner and mode which will not be harmful to the Company.

The disposal or destruction will be done by the person so authorised by the Company in this regard.

The temporary Documents, excluding the Current Document(s) shall be destroyed after the relevant or prescribed period by the Authorised Person in whose custody the Documents are stored after the prior approval of the Finance Committee of the Company. Electronic documents shall be removed after the expiry of prescribed retention period from all identified electronic repositories. 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 has to be in accordance with AnnexureII.

**Confidentiality Requirement**

The policy also ensures that the confidentiality of documents will be maintained as required and the person authorised for preservation of documents will be required to ensure the same.

**FOR AND ON BEHALF OF THE BOARD  
LULDOW JUTE AND SPECIALITIES LIMITED**

**Managing Director**



**Annexure - I**

**Indicative list -**

<b>Permanent Preservation</b>	<b>Temporary Preservation</b>
<ul style="list-style-type: none"> <li>✓ The memorandum and articles of the Company.</li> <li>✓ Documents relating to incorporation of the Company Register of members.</li> <li>✓ Books and Documents relating to the issue of share certificates.</li> <li>✓ Register of Charges.</li> <li>✓ Register under section 186 of the Act, 2013 for Loans/investment/guarantees or securities provided.</li> <li>✓ Register under section 187 ( investment held in any other person).</li> <li>✓ Register under section 189 ( register on contracts / arrangements in which directors are interested as per section 184 / 188 of the act).</li> <li>✓ Minutes book of Board / Committee / general meeting, resolutions passed by postal ballot, resolutions passed by circulations.</li> <li>✓ Licenses, approvals, permissions, deed of indentures, mutation certificates, IPR's certificates or any other document which the Managing Director thinks expedient to preserve.</li> <li>✓ Register for destruction or disposal of Documents or Register.</li> <li>✓ Register of debenture holders or any other security holders.</li> <li>✓ Register of renewed and duplicate share Certificate.</li> <li>✓ All notices pertaining to disclosure of interest of directors.</li> <li>✓ Register of deposits.</li> <li>✓ Attendance Register for Board/ Committee meetings/ General Meetings.</li> <li>✓ Office copies of Board Meeting Notices, Agenda, notes on agenda and other related papers.</li> </ul>	<ul style="list-style-type: none"> <li>✓ 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).</li> <li>✓ All share certificates surrendered to a Company (3 years from date of surrender).</li> <li>✓ Instrument creating a charge or modification (8 years from date of satisfaction of such charge).</li> <li>✓ Office copies of General Meeting Notices, scrutiniser's report, and related papers (as long as they remain current or for 8 financial years).</li> <li>✓ Disclosures prescribed under SEBI (LODR) Regulations, SEBI (PIT) Regulations, SEBI (SAST) Regulations (8 financial years).</li> <li>✓ Dividend payment records (10 financial years).</li> <li>✓ Books of Accounts (8 financial years).</li> <li>✓ Annual Reports (10 financial years).</li> </ul>

**Annexure- II**

**The format of the register of Documents disposed/destroyed**

<b>Particulars of document alongwith provision of applicable law</b>	<b>Date and mode of destruction</b>	<b>Initials of the authorised person</b>