

POLICY FOR PRESERVATION OF DOCUMENTS FOR FCS SOFTWARE SOLUTIONS LIMITED

1. PURPOSE

The Board of Directors (“the Board”) of FCS Software Solutions Limited (“the Company”), has adopted the following policy and procedures with regard to preservation of documents as defined below. The Board shall review and may amend this policy from time to time.

2. OBJECTIVE

The policy is framed as per requirement of Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

3. POLICY FOR PRESERVATION / MAINTENANCE- INTRODUCTION

A document preservation policy involves the systematic identification, categorization, maintenance, review, retention and destruction of documents received or created in the course of business.

This policy contains the guideline how to identify documents that need to be maintained, how long certain documents should be retained, how and when these documents should be disposed of if no longer needed, and how should be accessed or retrieved when they are needed as per the rules made under the law.

4. DEFINITIONS:

- I. **Act:** Means the Companies Act, 2013
- II. **Board of Directors:** Board of Directors of FCS Software Solutions Limited
- III. **The Company:** means FCS or “the Company”.
- IV. **SS-1:** means Secretarial Standard-1 for Board Meetings as notified by the ICSI.
- V. **SS-2:** means Secretarial Standard-2 for General Meetings as notified by the ICSI.
- VI. **SEBI (LODR) Regulation, 2015:** means SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
- VII. **Compliance Officer:** The Company Secretary and/or Key Managerial Person appointed by the Board of Directors of the Company as the Compliance Officer for the purpose of these regulations from time to time.
- VIII. **SEBI:** The Securities and Exchange Board of India.
- IX. **Rules:** Rules made under the Companies Act, 2013.

X. **Regulation:** Regulation made under SEBI Act.

5. DOCUMENTS WHOSE PRESERVATION SHALL BE PERMANENT IN NATURE

The Board of Directors shall decide necessity of preservation of documents permanently from time to time as required under the Act and Regulation.

The following documents shall be preserved permanently:

- a. Annual Returns filed with ROC.
- b. Minutes of all General Meetings, Board & Committee Meetings.
- c. Disclosure made under the SEBI Insider and Takeover Regulations and SEBI(LODR) Regulations, 2015 to the stock exchange from time to time.
- d. Memorandum and Articles of Association of the Company as amended from time to time.
- e. Shareholders and Joint Venture Agreements.
- f. Letter of Offer related to public issue, right issue, further issue, buy back offer etc.
- g. Agreement with Share Transfer agents, Depositories.
- h. Any others, if Board of Directors may think deemed fit.
- i. Registers maintained as per Section 85, Section 88, Section 186, Section 188, Section 189 of Companies Act, 2013.

6. DOCUMENTS WITH PRESERVATION PERIOD OF NOT LESS THAN EIGHT YEARS COMPLETION OF THE RELEVANT TRANSACTION:

- a. Financial Statements, duly signed Annual Reports.
- b. Notice of the Board meetings given to the Stock Exchange for considering matters relating to pre-intimations required to be submitted to the stock exchange.
- c. Date for Book Closures and Record dates for various purposes as may be decided by the Company from time to time.
- d. Quarterly and half yearly and annual financial results of the Company.
- e. Quarterly Shareholding Pattern including details for pledge of shares and any changes therein.
- f. Results of E-voting, General Meetings, Postal Ballot etc.
- g. List of Unpaid Dividend to the shareholders.
- h. Change in the constitution of the Board of Directors, KMP, Compliance Officer, Secretarial Auditors, Share Transfer Agent.
- i. Any price sensitive information given or provided to the Stock Exchange under Regulation 30 of the SEBI (LODR) Regulations, 2015.
- j. Recommendation and payment of dividend to the shareholders.
- k. Details of Complaints received and resolved by the Company.

- l. Corporate Governance Report submitted to the Stock Exchange on quarterly and annual basis.
- m. Copy of orders issued by the SEBI or Stock Exchange relating to securities listed with the Stock Exchange.
- n. Disclosure made under Companies Act, in form MBP-1.
- o. Registers maintained as per Section 128, Section 73 and Rule 14 of Companies (Acceptance of Deposit) Rules, 2014 of Companies Act, 2013.

7. RESPONSIBILITY OF EMPLOYEES FOR PRESERVATION OF DOCUMENTS

The Key Managerial Personnel or any other person, authorised by the Board of Directors of the Company are responsible for taking into account the potential impacts on preservation of the documents in their work area and their decision to retain/ preserve or destroy documents pertaining to their area.

8. AUTHORISATION FOR MONITORING THE POLICY:

The Company Secretary or any Key Managerial Personnel of the Company authorized by Board of Directors shall be responsible for monitoring the Policy. The authorised person shall inform its Board of Directors about monitoring of the Policy.

9. PRESERVATION PRINCIPLES:

It is only through preservation that continued availability and access to items in the collections can be maintained. The following principles shall be kept in mind:-

- Where possible, documents are preserved in their original format, respecting the physical integrity and authenticity of the original documents.
- Active conservation is employed when appropriate to prevent further deterioration or damage to an item, or to enable access to be given.
- Appropriate conservation measures will take into account the needs, value, significance and usage of the item in question.
- All staff are made aware of the paramount importance of preservation, and are trained on safe handling of documents.

10. SECURITY OF DOCUMENTS:

The Board shall ensure that all the documents shall keep in safe place in the Company premises. The Board may authorized person for the security of documents, who shall be responsible for safe custody of documents.

11. DISPOSAL OF DOCUMENTS:

Disposal of documents after said period of 8 years (whose preservation shall not be permanent in nature) shall be done in the presence of Authorized person in method prescribed by the Board of Directors. Before disposing a soft copy shall be taken for the record.

12. REVIEW OF THE POLICY:

The Board of Directors of the Company shall review the policy on an annual basis. The authorised person shall provide regular assurance to the Board of Directors on effectiveness of the Policy.

Note: The above said policy was approved by the Board of Directors at their meeting held on 14th November, 2015 and shall become applicable w.e.f. 1st December, 2015.

By Orders of the Board



[Handwritten signature]

Gagan Kaushik
Company Secretary