

## **Document Retention and Archival Policy as adopted by the board of directors**

This policy deals with the retention and archival of the corporate records of M. K. Exim (India) Limited and all its subsidiaries (hereinafter, the 'MKEL'/'Company').

### **I. BACKGROUND**

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Regulations**") requires every Listed Company to make available an Archival policy on website.

In this context, the following policy has been framed by the Board of Directors ("**Board**") M. K. Exim Limited ("**MKEL**"/**Company**") at its meeting held on 31<sup>st</sup> December, 2015.

### **II. ARCHIVAL POLICY**

In line with MKEL's Policy on Determination of Materiality of Events and as per the Regulations, the Company shall disclose all such events to the Stock Exchange and such disclosures shall be hosted on the website of the Company for a period of 5 years and thereafter the same shall be archived so as to be available for retrieval for a further period of three years by storing the same on suitable media. Thereafter the said information, documents, records may be destroyed as per the policy on preservation of documents.

### **PRESERVATION OF DOCUMENTS & ARCHIVAL POLICY**

#### **PREAMBLE**

In terms of Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Listing Regulations), M.K.EXIM (INDIA) LIMITED (the Company) is required to formulate a policy for preservation of documents required to be maintained under the Listing Regulations in at least two categories as specified in the said Regulation.

In terms of Regulation 30(8) of the Listing Regulations, the Company is required to formulate an archival policy for all disclosures of events/information to the Stock Exchange in terms of the Company's policy for Disclosure of Events/Information and Determining of Materiality.

#### **OBJECTIVE**

The purpose of this policy is to establish the framework needed for effective preservation of documents and records of the Company required to be maintained under the Listing Regulations, in terms of regulation 9 and also to archive any of the material of events or information which are disclosed by the Company to the Stock Exchange prior to the period of five years in terms of Regulation 30.

### **POLICY FOR PRESERVATION OF DOCUMENTS**

1. Documents and Records of the Company required to be maintained under the Listing Regulations shall be classified in two categories as below:

a. Documents whose preservation shall be permanent in nature shall be preserved permanently by the Company subject to the modifications, amendments, addition, deletion or any changes made therein from time to time;

b. Other Documents shall be preserved for a period of not less than eight (8) years after completion of the relevant transactions the subject to the modifications, amendments, addition, deletion or any changes made therein from time to time.

2. The listing documents and records in physical form shall be in the custody of the Company Secretary.
3. The Company may keep the listing documents and records as specified above in electronic mode.
4. The Registrar and Share Transfer Agents shall ensure that the correct procedures are followed for maintenance of the Listing Records required to be maintained by them and provide an annual undertaking to the Company in this regard.

## **ARCHIVAL POLICY**

Any disclosure of events or information which have been submitted by the Company to the Stock Exchanges under Regulation 30 of the Listing Regulations will be available on the website of the Company for a period of 5 years from the date of its disclosure and shall thereafter be archived from the website of the Company for a period of 3 years.

## **DISCLOSURE/AMENDMENT**

This policy as amended from time to time shall be made available at the website of the company. The right to interpret/amend/modify this Policy vests in the Board of Directors of the Company.

## **POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENTS**

### **1. OBJECTIVE**

The Policy is framed in accordance with the requirements of the regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Regulations).

The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide and overall governance framework for such determination of materiality.

### **EFFECTIVE DATE**

This Policy is effective January 1, 2016.

### **2. DEFENITION**

“**Act**” shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.

“**Board of Directors**” or **Board**” means the Board of Directors of M.K.EXIM (INDIA) LIMITED, as constituted from time to time.

“**Company**” means M.K.EXIM (INDIA) LIMITED

“**Key Managerial Personnel**” mean key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013;

“**Listing agreement**” shall mean an agreement that is to be entered into between a recognized stock exchange and the Company pursuant to Securities and Exchange Board (Listing Obligations and Disclosure Requirements), 2015.

**“Material Event” or “Material Information”** shall mean such event or information as set out in the Schedule or as may be determined in terms of Clause 3 of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly.

**“Material Subsidiary”** shall mean any subsidiary company of the Company which is or has been determined as a material subsidiary as per the provisions of the Regulations.

**“Policy”** means this Policy on criteria for determining Materiality of events or information and as may be amended from time to time.

**“Regulations”** mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

**“Schedule”** means a Schedule III of (Listing Obligations and Disclosure Requirements) Regulations, 2015

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Agreement, Regulations or any other applicable law or regulation to extent applicable to the Company.

### **3. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION**

Events/information shall be considered as Material if it meets any of the following criteria:

- (a) the event or information is in any manner unpublished price sensitive information;
- (b) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly;
- © the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date; and
- (d) any other event/information which is treated as being material in the opinion of the Board of Directors of the Company.

### **4. DISCLOSURES OF EVENTS OR INFORMATION**

- a. Events specified in Annexure A are deemed to be material events and the Company shall make disclosure to of such events or information as soon as reasonably possible and not later than twenty-four (24) hours from the occurrence of such event or information in the following manner:
  - i inform the stock exchange in which the securities of the Company are listed;
  - ii upload on the corporate website of the Company.

Provided that in case the disclosure is made after twenty-four (24) hours of occurrence of such event or information, the Company shall, along with such disclosure(s) provide an explanation for delay.

- b. The Company shall make disclosure of events as specified in Annexure B based on application of guidelines for determining Materiality as per clause 3 of the Policy.

- c. The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- d. The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information and on its own initiative. Further it shall confirm or deny any event or information to stock exchange(s) reported in the media.
- f. In case where an event occurs or information is available with the Company, which has not been indicated in Annexure A or Annexure B, but which may have material effect on it, the Company will make adequate disclosures in regard thereof.

All the above disclosures would be hosted on the website of the Company for a minimum period of five years and thereafter archived as per Company's policy for Preservation and Archival of Documents.

## **5. AUTHORITY TO KEY MANAGERIAL PERSONNEL**

Mr. Manish Murlidhar Dialani, Managing Director and Mr. Shashikant Vyas, Chief Financial Officer of the Company shall severally have the authority to determine Materiality of any event or information and ensure disclosures of the same are made to stock exchange(s), subject to the provisions of this Policy.

Contact details:

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Managing Director

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**Mr. Mahaveer Prasad Jain**  
Chief Financial Officer

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## **6. AMENDMENTS**

The Board may subject to the applicable laws amend any provisions(s) or substituted any of the provisions(s) with the new provision(s) or replace the policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable of any law for the time being in force.

## **7. SCOPE AND LIMITATION**

In the event of any conflict between the provisions of this Policy and the Listing Agreement; Companies Act, 2013; Regulations or any other statutory enactments, rules, the provisions of such Listing Agreement/Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

## **8. DISSEMINATION OF POLICY**

This Policy shall be hosted on the website of the Company and address of such web link thereto shall be provided in the Annual Report of the Company. This Policy shall also be hosted on Company's intranet.

### **Annexure-A**

#### **Events which shall be disclosed without any application of the guidelines for Materiality:**

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/merger/demerger/restructuring), of sale or disposal of any unit(s) division(s) or subsidiary of the Company or any other restructuring:

Explanation. – 'Acquisition' shall mean, -

- (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 Company 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 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 credit rating(s);

4. Outcome of Meetings of the Board of Directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:

- a) dividends and/or cash bonuses recommended or declared or the decision to pass any 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 undertaking
- e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall 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 Company 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 Company), 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 Company 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, resolution and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company;
13. Proceedings of Annual and extraordinary general meetings of the Company;
14. Amendments of memorandum and articles of association of Company, in brief;
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.

## **Annexure B**

### **IIIustrative list of event which shall be disclosed upon application of the guidelines for materiality:**

1. Commencement or any postponement on 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 arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or 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) and revision(s) or which are binding and not in normal course of business) and revision(s) or amendment(s) termination(s) thereof;
6. Disruption of operations of any one or more units or division of the Company 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 of the Company;
8. Litigation(s) dispute(s)/regulatory action(s) with impact;
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of Company;
10. Options to purchase securities including any ESOP/ESPS/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;
13. Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.