

Document Retention & Archival Policy

As Adopted by the Board of Directors on February, 12, 2016

This policy deals with the retention and archival of the corporate records of Brooks Laboratories Limited hereafter, the (“Company”).

The Company is required to maintain certain types of corporate records for a specified period of time. Failure to do so could subject the Company and its employees to serious legal consequences.

All employees are expected to fully comply with this policy.

The policy should be reviewed periodically by the senior Management and amendments effected to subject to approval of the Board, if and when practical difficulties are encountered. The senior management may also review the policy on document retention to comply with any local, state, central legislation that may be promulgated from time to time.

OBJECTIVE OF THE POLICY

The objective of this Policy is to classify the documents, records and registers of the Company which are required:

- (i) to be preserved permanently and
- (ii) to be preserved for a period of not less than 8 years.

DEFINITIONS

“Corporate records” refers to all paper or electronic records that are produced by you as an employee, including but not limited to, memoranda, contracts, e-mails, time sheets, effort estimates and expense records.

“Document(s)” refers to papers, notes, agreements, notices, advertisements, requisitions, order, 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, the time being in or otherwise, maintained on paper or in Electronic form received or kept in pursuance of the Act or under any other law for 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 on any 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.

'Legal Hold' refers to a direction from Legal to preserve certain data held by employees or databases. All retention periods under this Policy shall be suspended with respect to documents subject to Legal Hold and all documents subject to Legal Hold are to be preserved in strict accordance with Legal Hold instructions and not altered, destroyed or deleted until Legal informs employees that the Legal Hold has ended.

"Maintenance" means keeping Documents, either physically or in Electronic Form.

"Preservation" means to keep in good order and to prevent from being altered, damaged or destroyed.

PRESERVATION OF DOCUMENTS

The Company shall preserve all its documents as per the requirements and provisions of the Companies Act, 2013 and the rules made thereunder, the Secretarial Standards, the Listing Regulations and any other law, rules, regulations as may be applicable to the Company from time-to-time.

Documents which are to be maintained permanently:

The Company shall maintain the following documents on a permanent basis:

- a. The Original Signed and Stamped Memorandum of Association and the Articles of Association of the Company
- b. Minutes of General Meetings, Board Meetings and various Committee Meetings
- c. Register of Members along with Index
- d. Foreign Register of Members, if any
- e. Register of loans, guarantee, security and acquisition made by the company
- f. Register of investments not held in its own name by the company, if any
- g. Register of contracts with related party and contracts and Bodies etc. in which directors are interested
- h. Register of Charges
- i. Registers of Renewed and duplicate share certificates
- j. Register of directors and KMP
- k. Intellectual Property Documents shall include, but shall not be limited to Copyrights, Trademarks, Patents, and Industrial Designs. Intellectual Property Rights Documents that are owned by the Company shall be retained by the Company permanently.

Documents which are to be maintained for at least eight financial years:

- a. Books of account together with the vouchers relevant to any entry in such books of account
- b. Register of Debenture holders (including Foreign Register of Debentures) or Register for any other Securities issued by the Company
- c. Copies of all Annual Returns
- d. Disclosure of Interest received from the Directors of the Company in the manner prescribed
- e. Attendance Registers, Notices, Agenda, Notes on Agenda and other related papers of General Meetings, Board Meetings and various Committee Meetings
- f. Instrument creating a Charge or modifying a Charge, if any
- g. Changes to the Memorandum of Association and the Articles of Association, if any
- h. Register of deposits accepted or renewed, if any
- i. Tax Records - Tax records including, but not limited to documents concerning tax assessment, tax filings, proof of deductions, tax returns, appeal preferred against any claim made by the relevant tax Authorities, shall be maintained for a period of 8 years or for a period of 8 years after a final Order has been received with respect to any matter which was preferred for Appeal, as the case may be.
- j. Employment /Personnel Record in case of employees of the Company.
- k. Relevant marketing and sales documents.
- l. Press Releases.
- m. Legal documents including but not limited to contracts, legal opinions, pleadings, Orders passed by any court or tribunal, Judgments, Interim Orders, Documents relating to cases pending in any Court or Tribunal or any other Authority empowered to give a decision on any matter, Awards, Documents relating to property matters.

MODE OF MAINTENANCE

The Company shall maintain these records either in physical or electronic mode. The applicable provisions of law, rules and regulations with regard to electronic maintenance of records shall be adhered to.

All the records shall be maintained as per the prescribed formats, if any, as amended from time-to-time under the various rules and regulations.

In the event of major incident, the first priority is the safety of the people, followed by immediate action to rescue or prevent further damage to the records. Depending on the immediate threat, emergency response and recovery actions will take precedence over all

other Company activities.

The Company has made appropriate provision for the backup of its digital collections, including the provision of offsite security copies. The backup copies are actively maintained to ensure their continued viability.

DISPOSAL AND DESTRUCTION OF RECORDS

After the expiry of statutory retention period, the preserved documents may be destroyed and the brief particulars of the documents destroyed be recorded in a Register and be authenticated by the Head of Department of the respective department. This applies to both physical and electronic documents.

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. Further if the Company desire to preserve any of aforesaid document for a longer period other than that as mentioned above, then it may keep the same.

The Board of Directors may review and/ or amend this policy either in whole or in part, at any time consistent with requirements of applicable laws, rules and regulations.

Failure to comply with this policy may result in disciplinary action against the employee, including suspension or termination.

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