

KEMP & COMPANY LIMITED

POLICY ON PRESERVATION OF DOCUMENTS

1. Purpose and Scope

The purpose of this document is to present a policy for Kemp & Company Limited (hereinafter referred to as "the Company") regarding preservation of its documents in accordance with the provisions of the Companies Act, 2013 and in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The policy is intended to define the Company's preservation of documents responsibilities and to provide guidance to the employees working in the Company in making decisions and undertaking other activities that may have an impact on the operations of the Company.

The policy is framed for the purpose of systematic identification, categorization, maintenance, review, retention and destruction of documents received or created in the course of business. The policy would contain guidelines on how to identify documents that need to be maintained, how long certain documents should be retained, how and when those documents should be disposed off, if no longer needed and how the documents should be accessed and retrieved when they are needed.

As stipulated under Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this policy has been drafted which was adopted and approved by the Board of Directors of the Company at its meeting held on 9th November 2015. This Policy shall be effective from 1st December 2015.

The Company has classified the preservation of documents, in two categories as follows:

- a. Documents whose preservation shall be permanent in nature;
- b. Documents with preservation period of eight years after completion of the relevant transactions:

Provided that the Company may keep the documents in electronic mode

2. Principle of Responsibility of Employees for Preservation of Documents

All the permanent employees 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. Such policy bestowing responsibility on the Company's employees would immensely benefit the Company's litigation preparedness tool to track down documents in handling the legal cases.

3. Periodical Review of the Policy by Top Management.

The Policy shall be reviewed periodically by the Board of Directors of the Company based on the amendments if any, to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or *suo motu* or based on the recommendation, shall be effected to from time to time. The Key Managerial Personnel (KMP) may also review the policy on document retention to comply with any Local, State, Central legislations that may be promulgated from time to time as recommend to the Board for changes, if any in the Policy.

4. Suspension of Record Disposal in the event of Litigation or Claims.

In case the Company is served with any notice for request of documents or any employee becomes aware of any governmental investigation or audit concerning the Company or commencement of any litigation against the Company, such employee shall immediately inform the KMPs and any further disposal of documents shall be suspended until such time as the KMPs determine otherwise.

A) Documents whose preservation shall be permanent:

The following documents shall be preserved on permanent basis:

| Sr. No. | Name of the Document | Regulation Reference* |
|----------------|---|---|
| 1) | Shareholding Pattern | 31 (1) (b) |
| 2) | Quarterly Financial Results | 33 (3) (a) |
| 3) | Annual Financial Results | 33 (3) (d) |
| 4) | Annual Report | 34 (1) |
| 5) | Shareholding Pattern in case of Capital Restructuring | 31 (1) (c) |
| 6) | Voting Results by Shareholders | 44 (3) |
| 7) | Draft Scheme of Arrangement | 37 (2) |
| 8) | Yearly Disclosure of shareholding of Promoters | 30 (2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 |

* Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Note: Provided that the Company may keep the documents in electronic mode.

B) Preservation of Documents for 8 years:

The following Documents shall be preserved for 8 years:

| Sl. No. | Name of the Document | Regulation Reference* |
|----------------|--|------------------------------|
| 1 | Statement under Grievance Redressal Mechanism | 13(3) |
| 2 | Corporate Governance Report | 27(2)(a) |
| 3 | Statement of deviation or variation in use of issue proceeds | 32(1) |
| 4 | Compliance Certificate to the exchange about the share related activities maintained by RTA registered with SEBI | 7(3) |
| 5 | Compliance Certificate w.r.t. Transfer or transmission or transposition of securities within 30 days | 40(10) |

| | | |
|----|---|---|
| 6 | Listing Fees | 14 |
| 7 | Intimation of appointment of Share Transfer Agent | 7(5) |
| 8 | In-principle approval prior to issue of securities | 28(1) |
| 9 | Prior Intimations of Board Meeting for financial Result | 29(1)(a) |
| 10 | Prior Intimations of Board Meeting for Buyback, voluntary delisting etc | 29(1)(b), 29(1) (c), 29(1)(d), 29(1) (e) and 29(1) (f) |
| 11 | Prior Intimations of Board Meeting for alteration in nature of securities | 29(3) |
| 12 | Disclosure of Price Sensitive Information | 30(6) |
| 13 | Shareholding Pattern prior to listing of securities | 31(1)(a) |
| 14 | Record date or Date of closure of transfer books | 42(2) |
| 15 | Record date for declaring dividend and /or cash bonus | 42(3) |
| 16 | Change in name of listed entity | 45(3) |
| 17 | Disclosure of information or events | 30 |
| 18 | Reconciliation of Share Capital Audit Report | 55A of SEBI (Depositories and Participants) Regulations, 1996 |
| 19 | Disclosures under Code of Internal Procedures And Conduct For Regulating, Monitoring And Reporting Of Trading By Insiders | 10 (1) |

* Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Note: Provided that the Company may keep the documents in electronic mode.

5. Website upload

The Company shall upload this Policy on its website and as and when the amendment takes place in the Policy shall ensure that the updated Policy is uploaded on its web site.
