

# Record Retention Policy

Issued by:	ICRA Limited, Compliance Function
Applicable to:	All ICRA Limited Employees
Effective Date:	December 1, 2015

## OBJECTIVE

Effective management of ICRA Limited (the “**Company**”) records and information is a foundation for operational efficiency and compliance. The objective of the Record Retention Policy (“**Policy**”) is to provide guidance on retention, preservation and disposal of the documents thereby reducing the cost of daily operations by achieving efficiencies and eliminating the storage of unnecessary and outdated records.

The Policy shall also ensure that valuable documents are available when needed, protect against allegations of selective document destruction, preserve intellectual property, help in cost management and provide for the routine destruction of unnecessary and outdated documents.

## BACKGROUND

Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), requires the Company to have a Policy on preservation of documents.

## SCOPE

The Policy applies to all employees of the Company, its subsidiaries and affiliates and covers all Company records including books of account, secretarial records, rating related documents, agreements, contracts and any other document in any form, including paper and all types of electronic records on any media. All employees, who create, receive, use or manage Company records, are required to comply with this Policy.

## POLICY

### 1. Classification of Records

This Policy prescribes the following criteria for classification of Records:

- a. Permanent Business Records;
- b. Business Records – *Preserved for eight years and above;*
- c. Business Records – *Preserved for less than eight years;* and
- d. Non Essential Records.

## 2. Retention

### a. Permanent Records

Permanent records are records that must be created or received and retained forever either by virtue of nature of the records or as per requirement under applicable law. Each of the Permanent Record is to be retained as directed in the Record Retention Schedules.

### b. Business Records – *Preserved for eight years and above;*

Business Records that have to be retained, pursuant to any statutory requirements, for a period ***not less*** than eight years after completion of the relevant transaction unless they are subject to a Litigation Hold, as described below in Section 5 of this Policy.

### c. Business Records – *Preserved for less than eight years;*

Business Records that have to be retained, pursuant to any statutory requirements, for a period ***less*** than eight years after completion of the relevant transaction unless they are subject to a Litigation Hold, as described below in Section 5 of this Policy.

### d. Non Essential Records

Records that are neither Permanent Records nor Business Records falling under Sub-sections 2 (a), (b) or (c), are referred to as Non Essential Records. Non Essential Records are not required to be retained unless they are subject to a Litigation Hold, as described below in Section 5 of this Policy.

## 3. Disposal

### a. Business Records – *Covered under Sections 2(b) and 2(c) above*

Business Records are to be disposed of at the end of their Record Retention Period in accordance with the procedures for disposal of Records set out in Section 4, unless the relevant record is subject to a Litigation Hold. Business Records that are subject to a Litigation Hold are to be disposed of when the Litigation Hold to which they are subject is released.

### b. Non Essential Records

Non Essential Records, subject to clearance from the function heads should be disposed of when they cease to be of business value in accordance with the procedures for disposal of Records set out in Section 4 unless the relevant record is subject to a Litigation Hold. Non Essential Records that are subject to a Litigation Hold are to be disposed of when the Litigation Hold to which they are subject is released. Further, in case of any confusion, Compliance or Legal Functions should be consulted.

For more information on Litigation Holds, please see Section 5 below.

## 4. Procedure for Disposal of Records

- a. Upon the expiration of the relevant Records Retention Period or the Non Essential Records ceasing to be of business value, the Records shall be prepared for destruction by the Compliance Function, unless the Legal Function has suspended the destruction of any records in accordance with Section 5.

- b. All paper documents destroyed pursuant to this Policy shall be cut by mechanical shredder. Electronic data contained on servers and hard drives shall be deleted and overwritten. Electronic data contained on all other media shall be destroyed by the physical destruction of that media.

## 5. Retention and Disposal of Records Subject to a Litigation Hold

- a. The Company is legally obligated to preserve, and not destroy, discard, alter or make inaccessible, any and all Records potentially relevant to any pending or reasonably anticipated litigation, governmental investigation, administrative proceeding, or court or agency order. From time to time, the Legal Function may provide Employees with notice of litigation, government investigation or other such matter, and direct Employees to retain Records and suspend the ordinary or scheduled destruction of Records (a “**Litigation Hold**”). A Litigation Hold requires that **all Records that are in Company’s possession or control and that are potentially relevant to the pending or reasonably anticipated litigation, governmental investigation or administrative proceeding, or subject to a court or agency order, be preserved until further notice from the Legal Function.**
- b. Records in Company’s “possession or control” include all Records maintained by each Employee in the course of his or her work wherever those Records are located, including Records located at his or her home, in function files, on a laptop, hard drive, personal device or elsewhere. Employees may not discard, destroy, alter, mutilate, conceal, cover up, falsify, delete, remove or otherwise dispose off any Record, original or copy, that is covered by a Litigation Hold. A Litigation Hold remains in effect unless and until the Legal Function provides written notice that it has been released. Employees are required to take necessary and appropriate steps to ensure that all records subject to a Litigation Hold are retained and not destroyed. Failure to abide by a Litigation Hold could result in severe consequences to both Company and individual Employees.

Any questions as to whether a particular Record is subject to a Litigation Hold should be directed to the Legal Function.

## 6. Responsibilities

### a. Compliance Function

The Compliance function is responsible for the following:

- i. Develop and maintain the Policy and Schedules in compliance with applicable laws and regulations.
- ii. Providing advice to all business units concerning the regulatory aspects of corporate recordkeeping.
- iii. Create awareness to all Employees regarding the Policy, its requirements of maintaining records in a form that accurately reflects the information and allows it to be accurately reproduced throughout the Record Retention Period as specified under this Policy and Schedules thereto.

### b. All Functions and Business Units

All functions and business units are directly responsible for the day-to-day management of all records, documents, files, data and other information pertaining to the official business of the Company in accordance with the Policy and Schedules. All functions and business units are responsible for notifying the Compliance Function of any new law including any regulation, rule, notification or circular etc. that may impact the Schedules.

**c. Employees**

All employees who create or use Company records and information are responsible for the following:

- i. Create, maintain and dispose official records and duplicate records in their control in accordance with this Policy and Schedules.
- ii. Comply with all applicable Litigation Hold notices.

**d. Management**

Management at all levels is responsible for the following:

- i. Administer and enforce the Policy and Schedules to ensure that business records in their area are created, captured, maintained and processed for final disposition in accordance with the Policy and Schedules.

**7. Retrieval**

All Records required to be preserved pursuant to this Policy shall be preserved in a manner that such Records can be retrieved and made available in a readable format promptly upon request by the Legal or Compliance Functions.

**8. Certification**

All new hires must acknowledge this Policy within 45 days of being notified of the requirement to certify. Thereafter, all Employees as may from time to time be designated by management in consultation with the Compliance Function will be required to certify their compliance with this Policy on an annual basis.

**AMENDMENTS/MODIFICATIONS**

The Board of Directors of the Company may subject to applicable laws amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy will be resolved by the Board of Directors in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and further the objective of good corporate governance.

## DEFINED TERMS

### Employee

An Employee is any full-time or part-time or contractual employee of ICRA or its subsidiaries, wherever located.

### Record(s)

The term Records refers to all information that has been memorialized in any written, electronic or other recorded format, including but not limited to: correspondence, presentation materials, handwritten notes, charts, notebooks, and other similar paper materials; information stored on a computer or other means of recording any form of information or communication, such as email messages and their attachments; and any of the foregoing wherever they are located, including files kept at an Employee's home or other premises. Notwithstanding the foregoing, unless otherwise specified in this Policy or Schedules, there is no requirement that the responsible party must maintain voice recordings, voicemail messages or recordings of video conferences.

### Record Retention Period

The Record Retention Period is the period of time for each of the following as specified in the Record Retention Schedule:

- a. Permanent Business Records;
- b. Business Records – *Preserved for eight years and above;*
- c. Business Records – *Preserved for less than eight years;* and
- d. Non Essential Records.

### Record Retention Schedules (or "Schedules")

The Record Retention Schedules are lists of the following as well as the relevant Record Retention Periods and the Responsible Parties for Retention and the Responsible Parties for Disposal of those Records:

- a. Permanent Business Records;
- b. Business Records – *Preserved for eight years and above;*
- c. Business Records – *Preserved for less than eight years;* and
- d. Non Essential Records.

## RECORD RETENTION SCHEDULE

### PERMANENT BUSINESS RECORDS

	RETENTION
Record Type	Responsible Party
Register of contracts in which Directors are interested	Company Secretary
Register of Directors, Managing Director, Manager and Secretary	Company Secretary
Register of Directors' shareholdings	Company Secretary
Register of inter corporate loans and investments	Company Secretary
Register of investments (other than securities not held in the name of the Company)	Company Secretary
Register of documents executed under Common Seal	Company Secretary
Register of transfer of Shares	Company Secretary
Register of transmission of Shares	Company Secretary
Register in respect of SEBI (Substantial acquisition)	Company Secretary

## RECORD RETENTION SCHEDULE

### BUSINESS RECORDS *(Preserved for eight years and above)*

Record Type	Retention Period	RETENTION		DISPOSAL
		Responsible Party	Instructions	Responsible Party
Books of accounts, vouchers, invoices including balance sheets, P&L statements, general ledger, etc	8 years	Chief Finance Officer ('CFO')		Chief Finance Officer ('CFO')
Transfer Pricing documents and Information specified under Rule 10 D.	10 years	Chief Finance Officer ('CFO')		Chief Finance Officer ('CFO')
Register of Allotment	8 years	Company Secretary		Company Secretary
Register of payment of Dividend	8 years	Company Secretary		Company Secretary
Register of Directors' attendance	8 years	Company Secretary		Company Secretary
Register of postal ballot	10 years	Company Secretary		Company Secretary
Register of proxies	8 years	Company Secretary		Company Secretary
Register of inspection	8 years	Company Secretary		Company Secretary
Register of investors' complaints	8 years	Company Secretary		Company Secretary
Register of Employee Stock Options	15 years	Company Secretary		Company Secretary
Register of Sweat Equity Share	8 years	Company Secretary		Company Secretary

## RECORD RETENTION SCHEDULE

### BUSINESS RECORDS *(Preserved for less than eight years)*

Record Type	Retention Period	RETENTION		DISPOSAL
		Responsible Party	Instructions	Responsible Party
Copy of its balance sheet, as on the end of each accounting period;	5 years	Chief Rating Officer ('CRO')	CRO may delegate his powers further to respective sector heads for retention and disposal of the records.	Chief Rating Officer ('CRO')
Copy of its profit and loss account for each accounting period;	5 years	Chief Rating Officer ('CRO')	CRO may delegate his powers further to respective sector heads for retention and disposal of the records.	Chief Rating Officer ('CRO')
Copy of the auditor's report on its accounts for each accounting period.	5 years	Chief Rating Officer ('CRO')	CRO may delegate his powers further to respective sector heads for retention and disposal of the records.	Chief Rating Officer ('CRO')
Copy of the agreement entered into, with each client;	5 years	Chief Rating Officer ('CRO')	CRO may delegate his powers further to respective sector heads for retention and disposal of the records.	Chief Rating Officer ('CRO')
Information supplied by each of the clients;	5 years	Chief Rating Officer ('CRO')	CRO may delegate his powers further to respective sector heads for retention and disposal of the records.	Chief Rating Officer ('CRO')
Correspondence with each client;	5 years	Chief Rating Officer ('CRO')	CRO may delegate his powers further to respective sector heads for retention and disposal of the records.	Chief Rating Officer ('CRO')
Ratings assigned to various securities including upgradation and down gradation (if any) of the ratings so assigned.	5 years	Chief Rating Officer ('CRO')	CRO may delegate his powers further to respective sector heads for retention and disposal of the records.	Chief Rating Officer ('CRO')
Rating notes considered by the rating committee;	5 years	Chief Rating Officer ('CRO')	CRO may delegate his powers further to respective sector heads for retention and disposal of the records.	Chief Rating Officer ('CRO')
Record of decisions of the rating committee;	5 years	Chief Rating Officer	CRO may delegate his powers further to	Chief Rating Officer



		('CRO')	respective sector heads for retention and disposal of the records.	('CRO')
Letter assigning rating;	5 years	Chief Rating Officer ('CRO')	CRO may delegate his powers further to respective sector heads for retention and disposal of the records.	Chief Rating Officer ('CRO')
Particulars of fees charged for rating and such other records as SEBI may specify from time to time.	5 years	Chief Rating Officer ('CRO')	CRO may delegate his powers further to respective sector heads for retention and disposal of the records.	Chief Rating Officer ('CRO')
Register in respect of SEBI(prohibition of insider trading) Regulations, 1992	5 years	Company Secretary		Company Secretary
Registers and records of wage payments	3 years	Group Head – HR		Group Head – HR
Registers and records of deduction of wage	3 years	Group Head – HR		Group Head – HR