



U.P. Power Corporation Limited (UPPCL)

POLICY ON PRESERVATION OF DOCUMENTS

(As per Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015)

1. PREAMBLE :

U.P. Power Corporation Ltd. (UPPCL) was incorporated on 30.11.1999 as Government Company. The entire share capital is held by Hon'ble Governor of Uttar Pradesh.

Pursuant to Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Hereinafter called as "The Regulations") –

"The listed entity shall have a policy on preservation of documents, approved by its board of directors, classifying them in at least two categories as follows-

- (a) documents whose preservation shall be permanent in nature ;*
- (b) documents with preservation period of not less than eight years after completion of the relevant transactions:*

Provided that the listed entity may keep documents specified in clauses (a) and (b) in electronic mode."

Government of India has enacted the Public Record Act, 1993 to regulate the management, administration and preservation of records of various departments of Central Government/ Public Sector Undertaking and commissions or committees constituted by the Central Government. As such, the Public Record Act, 1993 is also applicable to UPPCL. Under the aforesaid Act, Government of India has issued Public Record Rules, 1997 which provide that each organization shall compile a schedule of retention of records in consultation with the National Archives of India. Accordingly, UPPCL has also finalized a schedule prescribing retention period for different documents.

This policy shall be governed by the provisions of the Public Record Act 1993, Companies Act, 2013 and other applicable laws for the time being in force including rules and regulations made there under.

2. OBJECTIVE:

This policy inter alia provides for preservation of documents so that records should be kept no longer than the period necessary for the proper conduct of Company business. This policy shall cover all business records of the Company, including written, printed and recorded matter and electronic forms of records.

3. DEFINITIONS :

- a) Applicable Law:** “Applicable Law” means any law, rules, regulations, circulars, guidelines or standards applicable on the Company under which any guideline / provision with regard to the preservation of the Documents has been prescribed.
- b) Company:** “Company” means U.P. Power Corporation Limited.
- c) Document(s):** “Document(s)” refers to papers, notes, agreements, notices, advertisements, requisitions, orders, declarations, forms, correspondence, minutes, indices, registers and or any other record (including required under or in order to comply with the requirements of any Applicable Law) maintained on paper or in Electronic Form and does not include multiple or identical copies.
- d) Electronic Form:** “Electronic Form” means maintenance of documents in any contemporaneous 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.
- e) Preservation:** “Preservation” means to keep in good order and to prevent from being altered, damaged or destroyed.
- f) “Maintenance”** means keeping Documents, either physically or in Electronic Form.
- g) “Regulations”** means the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015
- h) “Head of Function”** means Head of function like Engineering, Commercial, Finance, HR, Production, etc. at Units. For Corporate functions & Business sectors, Head of function means departmental head reporting to functional Director.

4. CLASSIFICATION OF DOCUMENTS:

As per the guidelines issued by National Archives India, the records are classified into following three categories:

a) Documents whose preservation shall be permanent in nature:

Certificate of Incorporation, Memorandum & Articles of Association, Minutes of Board/ General Meetings, Statutory Returns of the Company under direct taxes, Statutory Registers to be maintained permanently under Companies Act, 2013, Trade secrets, definitive documents for acquisition/ merger of/ with a company, Technology Collaboration Agreements, Joint Venture Agreements, etc. shall be preserved permanently

b) Documents with preservation period of not less than eight years after completion of the relevant transactions:

Books of Account as defined in Companies Act 2013, Statutory Registers/Documents required to be maintained for 8 (eight years) under Companies Act, 2013, Press releases, and other Statutory Returns required as per concerned Act shall be preserved for a period of not less than eight years after the completion of the relevant transactions

c) Documents with preservation period of less than eight years after completion of the relevant transactions:

Customer orders, Records related to Court/ Arbitration/ Judicial/ Quasi-Judicial cases, etc- shall be preserved for a period of less than 8 years subject to the condition that transaction/ agreement/ cases are not current and have been completed/ expired/ disposed of.

Notwithstanding para herein above the documents shall also be preserved to meet the requirement under the regulations in the following manner:

- I.** All statutory records required to be maintained under any law shall be preserved for the period, if any, prescribed there under.
- II.** Documents mentioned under the schedule finalized with the National Archives under the provisions of the Public Record Act, 1993 and rules made there under, shall be preserved for period given in the schedule.
- III.** If any direction has been received from any authority for maintenance of certain records for specified period, those records shall be maintained for specified period

IV. Documents, in respect of which no minimum maintenance timeline is stipulated under any of the laws or under the schedule finalized by National Achieves India, shall be preserved for such period as may be decided by the concerned head of Department in consultation with Head of Law and Vigilance Department.

5. MODES OF PRESERVATION

The Documents may be preserved in

- Physical form and/or
- Electronic Form.

6. CONVERSION OF THE FORM IN WHICH THE DOCUMENTS ARE PRESERVED

The physical Documents preserved may be converted, whenever required or felt necessary, into electronic form to ensure ease in maintenance of records and efficient utilization of space.

7. CUSTODY OF DOCUMENTS

All documents shall be under the custody of concerned functional head(s). Where the Concerned Functional Head tenders resignation or is transferred from one location of the Company to another, such Person shall hand over all the relevant Documents, lock and key, access control or password, or Disc, other storage devices or such other Documents and devices in his possession and such authorised person taking possession of documents needs to change the password.

8. MAINTENANCE OF DOCUMENTS IN INDEXED FORM

For ease of record reference, the Documents shall be preserved in an indexed form. The Documents shall be indexed appropriately by the Authorised Person. The index shall be updated as and when any changes occur in the records. The index shall be kept in physical form or in Electronic Form.

9. DESTRUCTION OF DOCUMENTS

After retention period, concerned functional head shall decide the records which are to be destroyed. A list of the Documents disposed/destroyed shall also be maintained. It shall state the brief particulars of the Documents destroyed, date of disposal/destruction and the mode of destruction. Before destruction of documents, the concerned head of department may opt for preserving copies of the same in Electronic Form.

10. AUTHORITY FOR APPROVAL OF POLICY

The Board shall have the authority for approval of this policy in pursuance to the Regulations.

11. AMENDMENTS TO THE POLICY

The Managing Director is authorised to make such alterations to this Policy as considered appropriate, subject, however, to the condition that such alterations shall be in consonance with the provisions of the Act, Regulations and other applicable laws.

12. INTERPRETATION

In any circumstance where the terms of this policy differ from any existing or newly enacted law, rule, Regulation or standard governing the Company, the law, rule, Regulation or standard will take precedence over these policies and procedures until such time as this policy is changed to conform to the law, rule, regulation or standard.