

ARCHIVAL POLICY

INTRODUCTION / BACKGROUND / PURPOSE OF POLICY

The Securities and Exchange Board of India has issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) on September 2, 2015 to be effective from December 1, 2015.

Regulation 30 of the Listing Regulations deals with disclosure of material events by the listed entity specified under ‘Part A’ of Schedule III of the Listing Regulations.

Further, SEBI has issued a circular on ‘Continuous Disclosure Requirements for Listed Entities’ on September 9, 2015 indicating the details that need to be provided while disclosing above events. There have been further amendments to ‘Part A’ of Schedule III of the Listing Regulations from time to time adding to the disclosure requirements.

Regulation 30 and the above circular provides that:

- a) the events specified in ‘Para A’ of ‘Part A’ of Schedule III of the Listing Regulations are deemed to be “Material Events” and the listed entity shall make disclosures of such events to the Stock Exchanges. (Enclosed as Annexure I)
- b) the events specified in ‘Para B’ of ‘Part A’ of Schedule III of the Listing Regulations are to be disclosed to the stock exchanges, if considered “Material” pursuant to the Company’s Policy on “Reporting of Material Events under Regulation 30 of Listing Regulations”. (Enclosed as Annexure II)
- c) the events or information with respect to subsidiary companies, which are considered “Material” for the Company.

In accordance with Regulation 30(8), the Company is required to disclose on its official website all such events or information which are to be disclosed to the Stock Exchanges pursuant to Regulation 30.

SCOPE

The disclosures made to the Stock Exchanges shall be hosted on the website of the Company (<http://v-marc.com/>) for a minimum period of 5 (five) years and thereafter, as per the Archival Policy of the Company. This policy is to be uploaded on the website of the Company.

Roles and Responsibilities

The Archival Policy is under the purview of Company Secretary Team and Marketing & Communication Team.

In case there are any regulatory changes requiring modifications to the Policy, the Policy shall be reviewed and amended with due approval from the Managing Director & CEO. However, the amended regulatory requirements will supersede the Policy till the time Policy is suitably amended

Policy Details

A. Information Hosting on Website and Archival Requirement:

The disclosures made to stock exchanges would be provided to the Business and Digital Technology Solutions (BDTS) Group department by the Company Secretarial Department for uploading on the website of the Company (<http://v-marc.com/>).

The information provided to BDTS department would be promptly uploaded in the website of the Company under the appropriate head suggested by the Secretarial Team and would be hosted in the website for a period of five years under the tab “Corporate Announcement” in Investors Relations section.

Thereafter, the information would be archived under the heading “Past Events/ Information” and would be retained in the website for a period of 3 years or would be removed as outdated from the website with the approval of the MD&CEO.

B. Review of the Policy:

In case there are any regulatory changes requiring modifications to the Policy, the Policy shall be reviewed and amended with due approval from the Managing Director & CEO. However, the amended regulatory requirements will supersede the Policy till the time Policy is suitably amended. The Policy however would be reviewed by the Board of Directors at least once annually.

Annexure I

The Indicative list of information, whether material or not, which shall be published in the website of the Company under the “Corporate Announcement Section” and would be subject to the Archival Policy of the Company, are as under:

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring;
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 Rating(s);
4. Outcome of meetings of the Board of Directors in respect of:
 - 4.1 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;
 - 4.2 any cancellation of dividend with reasons thereof;
 - 4.3 the decision on buyback of securities;
 - 4.4 the decision with respect to fund raising proposed to be undertaken;
 - 4.5 increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares would be credited/dispatched;
 - 4.6 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;
 - 4.7 short particulars of any other alterations of capital, including calls;
 - 4.8 financial results;
 - 4.9 decision on voluntary delisting by the listed entity 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 listed entity), 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 the listed entity 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;
 - 7A) In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.

(7B) Resignation of auditor including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:

- i. Detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the listed entities to the stock exchanges.
- ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
- iii. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the detailed reasons as specified in sub-clause (i) above.

8. Appointment or discontinuation of share transfer agent;

9. Issuance of notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity;

10. Proceedings of annual and extraordinary general meetings of the listed entity;

11. Amendments to memorandum and articles of association of listed entity, in brief;

12. Schedule of analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.

13. Any other Item in terms of the amendments made in the SEBI Regulations or as may be approved by the Managing Director & CEO, from time to time.