



## DOCUMENT RETENTION AND ARCHIVAL POLICY

### 1. BACKGROUND

The Companies Act, 2013 (“**Act**”) and the Rules framed under the Act contain provisions for maintenance of various documents including registers and records by the companies; the place at which such documents are to be maintained and the period for preserving such documents.

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“**Listing Regulations**”) mandate every listed company to formulate a policy on preservation and archiving of documents which has to be approved by Board of Directors.

It is in this context that the Document Retention and Archival Policy (“**Policy**”) has been framed and approved by the Board of Directors of SpiceJet Limited (the “**Company**”) in its meeting held on January 22, 2016.

### 2. OBJECTIVE OF THE POLICY

The Policy shall govern preservation of documents of the Company in compliance with the requirements of the Listing Regulations, the Companies Act, 2013 and other laws applicable to the Company.

### 3. DEFINITIONS

- (a) “**Act**” means the Companies Act, 2013 or any previous company law (to the extent the provisions there under are in force) and Rules framed there under, including any amendments, modifications, clarifications or re-enactment thereof, for the time being in force.
- (b) “**Board of Director**” or **Board**” means Board of Directors of the Company.
- (c) “**Company**” mean “SpiceJet Limited”.
- (d) “**Document**” includes summons, notice, requisition, order, declaration, form and register, records, whether issued, sent or kept in pursuance of the Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.
- (e) “**Electronic Form**” means 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.
- (f) “**Listing Regulations**” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes any amendments, modifications, clarifications or re-enactment thereof, for the time being in force.
- (g) “**Policy**” means this policy, as amended from time to time.

(h) “**Schedules**” means the Schedules I, II and III appended to this Policy.

(i) “**Stock Exchange**” means stock exchanges where the securities of the Company are listed.

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Act or Listing Regulations.

#### **4. PRESERVATION OF DOCUMENTS**

(i) The Company shall maintain and preserve the Documents as follows:

a) Schedule I – to be preserved permanently;

b) Schedule II – to be preserved for eight (8) years;

c) Schedule III – to be preserved for a minimum period of five (5) years or such higher period as may be determine by the Board of Directors or a Committee thereof.

(ii) The Documents not covered under the Schedules above may be preserved for the period as prescribed under the relevant statute. In absence of any such provisions therein, such documents shall be preserved for a period of five (5) years from the date on which the Document was originated.

(iii) In the case of pending matters/litigation/disputes, the documents shall be preserved till the resolution of pending matter/litigation/dispute.

(iv) The Documents to be maintained under this Policy shall be preserved in physical or in Electronic Form.

(v) The preservation of the Documents should be such as to ensure that there is no tampering, alteration, destruction or anything which endangers the content, authenticity, utility or accessibility of the Documents.

#### **5. DESTRUCTION OF DOCUMENTS**

The Documents specified in Schedule II and III to this Policy, kept by the Company, may be destroyed after the expiration of the period specified in the respective Schedules. The Documents not specified in the Schedules shall be destroyed after the period of five (5) years. However, in the case of pending matters/litigation/disputes, the Documents shall be preserved till the resolution of pending matter/litigation/dispute. The Documents shall be destroyed after taking the approval of respective Department Head.

#### **6. ARCHIVAL OF MATERIAL EVENTS/INFORMATION HOSTED ON WEBSITE**

All the information or events disclosed to Stock Exchange by the Company under Regulation 30 of the Listing Regulations shall be placed on website of the Company for a minimum period of five (5) years and thereafter will be archived for a period of two (2) years.



## **7. AMENDMENT IN POLICY**

This Policy may be changed, amended, edited or substituted by the Compliance Officer where there are any statutory changes or other changes necessitating the change in the policy.

**SCHEDULE I**

**(Documents to be preserved permanently)**

<b>S. No.</b>	<b>Name of Documents</b>	<b>Period specified under the law</b>
1.	All Documents and Information as originally filed with the Registrar of Companies for Incorporation of Company [Section 7(1)]	Permanent
2.	Memorandum and Articles of Association, duly updated from time to time [Section 15]	Permanent
3.	Register of Renewed and Duplicate Share Certificate (Form SH-2) [Section 46 & Rule 6(3) of Chapter IV]	Permanent
4.	Books and documents relating to the issue of share certificates including blank forms of share certificates [Section 46 and Rule 7 of Chapter IV]	30 years. But in case of disputed cases, permanently.
5.	Register of Transfer and Transmission [Section 56]	Permanent
6.	Register of Charge (Form CHG-7) [Section 85 & Rule 10 of Chapter VI]	Permanent
7.	Register of Members including foreign register, if required (with index of names if no. of members is not less than 50) (Form MGT-1) and Record of Beneficial Owners [Section 88 (1) (a) and Rule 3 of Chapter VII]	Permanent
8.	Minutes of Board Meeting and other Committee Meetings of the Board and resolutions passed by Circulation  Minutes of the General Meetings of class of shareholders / creditors or resolutions passed by way of postal ballots. [Section 118, 119 & Rule 25 of Chapter VII]	Permanent
9.	Books and Papers of Amalgamated Companies [Section 239]. Minutes of all Meetings of the transferor company, as handed over to the transferee company. [SS-1 & SS-2]	Permanent
10.	Register of Investments made by Company not held in its own name (Form MBP-3) [Section 187 & Rule 14 of Chapter XII]	Permanent
11.	Register of Contracts or Arrangements in which Directors are interested (Form MBP-4) and copy of contracts or arrangements entered into [Section 189 & Rule 16 of Chapter XII]	Permanent
12.	Agreements with Registrar and Share Transfer Agent and Depositories	Not specified
13.	Listing Agreements entered with Stock Exchanges	Not specified

**SCHEDULE II**

**(Documents to be preserved for minimum eight years)**

<b>S. No.</b>	<b>Name of Documents</b>	<b>Period specified under the law</b>
1.	Instrument creating Charge or Modification thereof [Section 85 and Rule 10 of Chapter VI]	Eight years from the date of Satisfaction of Charge
2.	Register of Debenture Holders or other security holders (Form MGT-2) [Section 88 (1) (a) and Rule 4,5,6 of Chapter VII]	Eight years after the redemption of debentures or other security holders
3.	Annual Return and copies of all certificates and documents required to be annexed thereto [Section 92 and Rule 15(3) of Chapter VII]	Eight years from the date of filing with the Registrar
4.	Books of Accounts and Balance Sheet and Profit and Loss Statement [Section 128(5)]	Eight years from the close of relevant financial year
5.	Notice of Interest by Directors and Key Managerial Personnel [Section 184(1) and Rule 9(3) of Chapter XII]	Eight years from the close of the relevant financial year
6.	Attendance Register of Meetings of the Board and Committees [SS-1 – Clause 4.1.7]	At least eight financial years
7.	Office copies of Notices, Agenda, Notes on Agenda and other related papers [SS-1 – Clause 8.2]	As long as they remain current or for eight financial years, whichever is later
8.	Office copies of Notices, scrutiniser's report, and related papers [SS-2 – Clause 18.2]	As long as they remain current or for eight financial years, whichever is later
9.	Attendance register of general meeting [Section 118 & Rule 27 of Chapter VII]	At least eight financial years
10.	Register of Proxies [Section 105 & Rule 19 of Chapter VII]	At least eight financial years
11.	Details / statement of unclaimed dividend [Section 124 and Rule 4 of Chapter VIII]	At least for eight years from the relevant financial year of transfer to IEPF
12.	Return of allotment of shares and Contract of allotment of shares fully or partly paid up otherwise than in cash and verified copies of such contract	Not specified
13.	Disclosures from Promoters and others under SEBI (Substantial Acquisitions of Shares and Takeover) Regulations, 2011	Not specified
14.	Certified copy of the order of any court or Tribunal confirming reconstruction and amalgamation of companies, Schemes, Arrangements or contract involving transfer of shares, reduction of share capital and certified copy of the order and minute, cancellation or variation of shareholders' right, compromises and arrangements with creditors and members and copy of orders in appeal.	At least for eight years

**SCHEDULE III**

**(Documents to be preserved for minimum five years or such higher period as may be determined by the Board of Directors or Committee thereof, from time to time)**

<b>S. No.</b>	<b>Name of Documents</b>
1.	Certificates surrendered to the Company for the purposes of cancellation [Section 46 and Rule 7 of Chapter IV]
2.	Register of Sweat Equity Shares (Form SH-3) [Section 54 & Rule 8(14) of Chapter IV]
3.	Register of Employee Stock Options (Form SH-6) [Section 62(1)(b) & Rule 12 of Chapter IV]
4.	Record of Private Placements (Form PAS-5) [Section 42 & Rule 14(3) of Chapter III]
5.	Register of Shares or other Securities bought back (Form SH-10) [Section 68(9) & Rule 17 of Chapter IV]
6.	Register of Directors and Key Managerial Personnel [Section 170, 171, 172 & Rule 17 of Chapter XI]
7.	Agreement / contract with the Managing or Whole-time Director [Section 190]
8.	Certified copy of order of Regional Director confirming change of registered office from one place to another within a State [Section 12 and Rule 28 of Chapter II] or  Certified copy of order of Central Government confirming change of registered office from one State to another [Section 12 and Rule 30 of Chapter II]
9.	Certified copy of Resolutions for alteration of name clause, object clause or share capital clause in the Memorandum and Articles of Association and a printed copy of the document so altered [Section 13 to 15]
10.	Documents filed with the Stock Exchanges, Securities and Exchange Board of India, Reserve Bank of India, Ministry of Corporate Affairs, Registrar of Companies, Regional Director or Central Government but not prescribed in this Policy.
11.	Disclosures from Promoters, Directors, Key Managerial Personnel and others under SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 4]
12.	All client information and dealing transactions required under Rule 3 and 4 of Prevention of Money-laundering (Maintenance of Records) Rules, 2005
13.	Disclosure of Material Events/Information under Listing Regulations, 2015