

SMC CREDITS LIMITED

ARCHIVAL POLICY

1. PREAMBLE

The Securities and Exchange Board of India has notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. These regulations require every listed Company to disclose on its website all such events or information which has been disclosed to the Stock Exchange(s) and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the Archival Policy of the Company.

2. SCOPE

This policy shall govern the disclosure and archival of such contents only which have been disclosed on the website of the Company pursuant to the compliance with the abovementioned Regulations and which are disclosed to the Stock Exchanges. Other contents displayed / hosted on the website shall be out of purview of the Policy and can be archived / deleted as per the requirement of the content. This policy is effective from 1st December, 2015.

3. OBJECTIVES OF THE POLICY

The main objective of this policy is to ensure that all the documents, disclosures made to the stock exchanges pursuant to the Regulations are hosted on the website and transferred to the Archives folder of the Website of the Company after the completion of five years from the date of disclosure or event.

The major objectives of the policy are:

Identification of Information, documents, events, etc. which are required to be disclosed on the website of the Company.

Ensuring that all the information is disclosed at the relevant link and there is unanimity in the same every time.

Ensure that all the information, documents, events disclosed on the website of the Company, unless otherwise specified in the Act, shall remain on the website for a period of five years from the date of disclosure.

After completion of five years of disclosure of the respective documents, shall be moved to the respective archives folder on the website of the Company.

Documents which are required to be hosted on the website for a particular period, shall be deleted after the due date, therefore, it shall not be saved to archives folder.

Certain documents like Policies, Codes of Conduct and other documents which are required to be continuously displayed on the website, shall not be archived.

4. DEFINITIONS

1. **“Act”** means the Companies Act, 2013, Rules framed thereunder and any amendments thereto;
2. **“Board of Directors”** or **“Board”**, means the collective body of the Directors of the company;
3. **“Company”, “This Company” or “The Company”** wherever occur in the policy shall mean “SMC Credits Limited”.
4. **“Policy”** or **“This Policy”** means, “Archival Policy of the Company.”
5. **“Regulations”** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto;
6. **“Website”** means website of the Company i.e. www.jbm-group.com

5. INTERPRETATION

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Listing Agreement and/or any other SEBI Regulation(s) as amended from time to time.

6. GUIDELINES

The Company being listed on BSE (“Stock Exchange”), regularly sends various information, financial statements, notices and other disclosures, as required under earlier listing agreement to the Stock Exchanges where securities of the Company are listed. As required under the Act and the Listing agreement the same are also displayed and hosted on the website of the Company.

Regulation 46 read with Regulation 62 of Regulations requires the listed Company to maintain a functional website containing basic information about the Company and other prescribed details.

Regulation 30(8) requires the Listed Companies to disclose on its website all such events or information which has been disclosed to the Stock Exchange(s) under this regulation, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the Company.

7. POLICY

The documents, information, disclosures, notices, policies as provided under the Regulations and the Act, which are required to be disclosed on the website, shall be uploaded on the

website of the Company. The website of the Company shall be reviewed on regular intervals for ensuring that all the above mentioned disclosures are available on the website of the Company as required.

These disclosures, unless otherwise mentioned in the Act itself, shall be hosted on the website for the specified period and thereafter shall be moved/transferred to Archives folders under the respective heads / sub-folders, in a way so that these can be searched easily as and when required by any person. The documents/disclosures shall be kept in the archive folders till such time as may be required by law.

Detailed list of information to be uploaded and updated on website of the Company are given in **Annexure -I** forming part of this policy.

8. POLICY REVIEW / AMENDMENT

The Board may, from time to time, review and amend this policy so that the policy remains compliant with applicable legal requirements. The Company Secretary will keep the policy updated as per applicable statutory guidelines.

9. DISCLOSURES

The updated policy shall be continuously hosted on the website of the Company.

ANNEXURE -I

A) THE FOLLOWING INFORMATION SHALL BE UPLOADED ON THE WEBSITE AND SHALL BE UPDATED WITHIN TWO WORKING DAYS FROM THE DATE OF OCCURANCE OR CHANGE

1. Details of Company business.
2. Terms and conditions of appointment of Independent Directors.
3. Composition of various Committees of Board of Directors
4. Code of conduct of Board of Directors and Senior Management Personnel
5. Details of establishment of Vigil Mechanism/ Whistle Blower policy
6. Criteria of making payments to non-executive directors, if the same has not been disclosed in annual report
7. Policy on dealing with related party transactions
8. Policy for determining 'material' subsidiaries;
9. Details of familiarization programmes imparted to Independent Directors.
10. E-mail address for grievance redressal and other relevant details.
11. Contact information of the designated officials who are responsible for assisting and handling investor grievances;

12. Financial information including:
 - i. notice of meeting of the board of directors where financial results shall be discussed;
 - ii. financial results, on conclusion of the meeting of the Board of Directors where the financial results were approved;
 - iii. Complete copy of the annual report including balance sheet, profit and loss account, director's report, corporate governance report etc.
13. Shareholding pattern.
14. Details of agreements entered into with the media companies and/or their associates, etc.
15. Schedule of analyst or institutional investor meet and presentations made to analysts or institutional investors simultaneously with submission to stock exchange.
16. New name and the old name of the Company, for a continuous period of one year, from the date of the last name change, if applicable.
17. Items in sub-regulation (1) of regulation 47.

B) THE FOLLOWING INFORMATION SHALL BE UPLOADED ON THE WEBSITE AS SOON AS IT IS DISCLOSED TO STOCK EXCHANGES AND SHALL BE ACHIEVED AFTER A PERIOD OF FIVE YEARS:

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.

Explanation- For the purpose of this sub-para, the word 'acquisition' shall mean,

- i. acquiring control, whether directly or indirectly; or,
- ii. acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -
 - a. the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - b. there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change

exceeds two percent of the total shareholding or voting rights in the said company.

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: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
 - a. 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;
 - b. any cancellation of dividend with reasons thereof;
 - c. the decision on buyback of securities;
 - d. the decision with respect to fund raising proposed to be undertaken.
 - e. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - f. 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;
 - g. short particulars of any other alterations of capital, including calls;
 - h. financial results;
 - i. decision on voluntary delisting by the Company from the 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 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.

8. Appointment or discontinuation of share transfer agent.
9. Corporate debt restructuring.
10. One time settlement with a bank.
11. Reference to BIFR and winding-up petition filed by any party / creditors.
12. 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 Company.
13. Proceedings of Annual and extraordinary general meetings of the Company.
14. Amendments to memorandum and articles of association of the Company entity, in brief.
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;
16. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
17. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
18. Material Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
19. Material Capacity addition or product launch.
20. Awarding, bagging/ receiving, amendment or termination of awarded /bagged orders /contracts not in the normal course of business.
21. Material Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
22. Major Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
23. Material Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
24. Material Litigation(s) / dispute(s) / regulatory action(s) with impact.

25. Material Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
26. Options to purchase securities including any ESOP / ESPS Scheme.
27. Giving of guarantees or indemnity or becoming a surety for any third party.
28. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
29. Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.
30. Items in sub-regulation (1) of Regulation 62.
31. Any other disclosures of event/information as specified by the Board from time to time.
