



POLICY ON PRESERVATION OF RECORDS

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INTRODUCTION AND BACKGROUND

Protium Finance Limited (hereinafter referred to as ‘the Company’ or ‘Protium’ or ‘PFL’), is a non-deposit taking Non-Banking Financial Company - Investment and Credit Company (NBFC – ICC) categorized as a Middle Layer NBFC (‘ML’). The Company provides both secured and unsecured loans to individuals and educational institutions, and also extends secured and unsecured loans to Micro, Small, and Medium Enterprises (MSMEs) across India.

1. PURPOSE

As per Chapter VII of Reserve Bank of India (RBI) Master Direction on Know Your Customer (KYC Master Direction) 2016, The Company shall take appropriate steps for proper maintenance, preservation and reporting of customer information, with reference to provisions of Prevention of Money Laundering Act, 2002 (“PML Act”)

- (i) In terms of PML Act, the Company shall maintain data for at least five years from the date of transaction between the Company and the customer, both domestic and international, including all necessary records of transactions.
- (ii) The Company shall ensure that records pertaining to the identification of the customers and their address obtained while opening the account and during business relationship, are properly preserved for at least five years after the business relationship is ended.
- (iii) The company shall make available swiftly, the identification records and transaction data to the competent authorities upon request.
- (iv) The Company shall have a system of maintaining proper record of transactions prescribed under Rule 3 of Prevention of Money Laundering (Maintenance of Records) Rules, 2005 (PML Rules, 2005).
- (v) The company shall maintain all necessary information in respect of transactions prescribed under PML Rule 3 so as to permit reconstruction of individual transaction, including the following:
 - the nature of the transactions
 - the amount of the transaction and the currency in which it was denominated
 - the date on which the transaction was conducted; and
 - the parties to the transaction.
- (vi) NBFCs may maintain records of the identity of their clients, and records in respect of transactions in hard or soft format.
- (vii) NBFCs are required to pay special attention to all complex, unusual large transactions and all unusual patterns of transactions, which have no apparent economic or visible lawful purpose. The background including all documents/office records/memorandums pertaining to such transactions and purpose thereof should, as far as possible, be examined and the findings at branch as well as Principal Officer level should be properly recorded. These records are required to be preserved for five years as is required under PMLA, 2002.
- (viii) The company shall put in place system for proper maintenance and preservation of account information in a manner that allows data to be retrieved easily and quickly whenever required

or when requested by the competent authorities.

Further, the Company shall ensure that in case of customers who are non-profit organizations, the details of such customers are registered on the DARPAN Portal of NITI Aayog. If the same are not registered, RE shall register the details on the DARPAN Portal. REs shall also maintain such registration records for a period of five years after the business relationship between the customer and the RE has ended or the account has been closed, whichever is later.

- (ix) The Company shall preserve the call recording of the calls made to the customer (customer service & collections for a period of 6 months unless calls lead to complaints. Further Company shall preserve the Complaints, responses & resolution data for a period of three years excluding complaints which became legal matter.
- (x) The Company shall preserve the consents taken from the customer via email or OTP on a continuous basis till their usage is on and 3 years after the use/work has been completed.

As per regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations (“SEBI Listing Regulations”), Company should classify documents 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.

The provisions of the Policy shall be applicable at the entity level.

As per regulation 30 (8) of the SEBI Listing Regulations refers to an archival policy as per which all events or information which has been disclosed to stock exchange(s) under regulation 30 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, as disclosed on its website.

Further, the Company shall ensure compliance with the applicable provisions of Companies Act 2013 on record management and place of maintenance of records in this regard.

2. DEFINITIONS

A. “Board of Directors” or “Board”

Board of Directors or Board shall mean the Board of Directors of Protium Finance Limited, as constituted from time to time.

B. “Documents”

Document includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.

3. OBJECTIVE

This policy sets the standards for managing, storing and preservation of documents of the Company broadly classified in the following three categories:

- A. The documents of a permanent nature (as per **Annexure 1**) shall be maintained and preserved permanently by the Company subject to the modifications, amendments, additions, deletions, or any changes made therein from time to time.

Provided that all such modifications, amendments, additions, deletions in the documents shall also be preserved permanently by the Company.

- B. The documents to be maintained and preserved for a specified time period after completion of the relevant transactions (as per **Annexure 2**) shall be preserved by the Company for the term not less than five years after completion of the relevant transactions subject to the modifications, amendments, additions, deletions or any changes made therein from time to time.

- C. The documents of undisbursed or rejected cases will be preserved for the period of 2 years or as decided by the management from time to time on case-to-case basis.

Provided that all such modifications, amendments, additions, or deletions in the documents shall also be preserved for a term not less than five years.

Provided further that the Company may keep the documents as specified above in an electronic mode.

- D. The documents to be maintained and preserved for a specified period after completion of the relevant transaction (as per **Annexure 3**) shall be preserved by the Company for the term not less than 8 years after completion of the relevant transactions subject to the modifications, amendments, additions, deletions or any changes made therein from time to time.

4. ROLES & RESPONSIBILITIES

The respective Departmental Heads of the Company shall be responsible for maintenance, preservation and destroying of documents in respect of the areas of operations falling under the charge of each of them, in terms of this policy as mentioned in PMLA Act'2002, Companies Act'2013 and Amendments thereto, Income Tax Act'1961, SEBI Listing Regulations and RBI Regulations.

5. GENERAL

Notwithstanding anything contained in this policy, the Company shall ensure compliance with any additional requirements as may be prescribed under any laws/regulations either existing or arising out of any amendment to such laws/regulations or otherwise and applicable to the Company, from time to time.

This document shall be subject to periodic review at least annually in accordance with any regulatory or statutory requirement and shall be approved by the Board.

6. DESTRUCTION OF DOCUMENTS

After the expiry of the statutory retention period, the preserved documents may be destroyed in such mode under any instructions approved by the department head(s). Destruction of documents as a normal administrative practice will also be followed for the records which are duplicate/unimportant/irrelevant. This applies to both Physical and Electronic Documents/ records.

Destruction of documents can be undertaken periodically with the approval of HOD of the department concerned. A list of documents and date of destruction of such destroyed documents must be maintained in the department. Notices, Agenda, Notes on Agenda of Board Meetings and Board Committees and other related papers and attendance registers may be destroyed with the approval of the Board of Directors, as prescribed by the “Secretarial Standard-1 on Meetings of Board of Directors” issued by the Institute of Company Secretaries of India.

7. ANNUAL REVIEW AND AMENDMENTS

The Board or the Management Committee may, subject to the applicable laws, amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace this policy with a new policy. However, any such amendment or modification shall not be inconsistent with the applicable provisions of any law for the time being in force.

Further the policy shall be reviewed by the Board of Directors of the Company on an annual basis.

Annexure 1**Documents whose preservation shall be permanent in nature.**

S. No.	Nature of Document(s)
01	Registration Certificates
02	Licenses & Statutory Approvals
03	Statutory Registers required under applicable laws
04	Audited financial statements/ Annual Reports
05	Minutes of General Meeting
06	Minutes of Board Meeting
07	Minutes of various Committee Meetings
08	Material Agreements/Contracts
09	Orders issued by Courts/Statutory bodies
10	Investment Documents/proofs including certificates etc.
11	Share Certificates/Debentures Certificates/ CPs
12	Tax records
13	Any other document as may be required to maintain permanently in terms of applicable law(s), maintained and preserved from time to time.

Annexure 2*

Documents with preservation period of not less than five years after completion of the relevant transactions

S. No.	Nature of Document(s)
01	Books of Accounts/ Records of transaction & ledger book
02	Annual Return(s)
03	Client's KYC documents
04	Records of transactions and business correspondence between Company and the customer
05	PDC of the customers#
06	Call recordings of calls made to the customers (Customer Service Team & Collections)
07	Insurance Policies/ Claims under various policies
08	Correspondences with the Regulators
09	Non-Statutory Registers/Documents
10	Any other document as may be required to maintain in terms of applicable law(s), maintained and preserved from time to time.

PDC of the customers will be returned or shredded in case of loan cancellation or closure or maturity as per customer request

Annexure 3***Documents with preservation period of not less than eight years after completion of the relevant transactions**

S. No.	Nature of Document(s)
01	Documents/Information furnished to Stock Exchanges
02	Documents/Information submitted to Registrar of Companies / Ministry of Corporate Affairs
03	Notices, Agenda, Notes on Agenda of Board Meetings and Board Committees and other related papers
04	Attendance Register for Board Meeting and Committee meetings and recording of attendance of Meetings through Electronic Mode for eight financial years and may be destroyed thereafter
05	All notices in Form MBP-1 for disclosure of concern/ interest received u/s 184 of the Companies Act, 2013
06	General meeting Notices and other related papers of the company
07	Books of Accounts and Vouchers Books of Accounts/ Records of transaction & ledger book
07	Any other document, certificates, statutory registers which may be required to be maintained and preserved for not less than eight years after completion of the relevant transaction under the Companies Act, 2013 and/or SEBI Listing Regulations.
