

Protium

POLICY ON PRESERVATION OF RECORDS

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1. INTRODUCTION

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.

The Company has framed this Policy in alignment with the requirements prescribed under the Reserve Bank of India's Master Direction – Know Your Customer (KYC) Direction, 2016, which mandates NBFCs to maintain, preserve, and report customer information in accordance with the provisions of the Prevention of Money Laundering Act (PMLA) and the associated Rules. In addition, due consideration has been given to the applicable record-keeping, disclosure, and reporting requirements under the Companies Act, 2013 and the Income Tax Act, 1961.

Accordingly, the Board of Directors ("the Board") of the Company has approved this Policy with the intent to define and categorize various records and registers, ensuring their systematic maintenance and preservation in line with applicable legal and regulatory requirements.

2. OBJECTIVE OF THE POLICY

The objective of this Policy is to establish a systematic and consistent framework for managing, retaining, and disposing of records and documents maintained by the Company. The primary objectives are as follows:

- a. To ensure that all records are maintained in accordance with statutory and regulatory requirements, including those under the Companies Act, RBI guidelines, Income Tax Act, and other applicable laws.
- b. To enable timely retrieval of records to support business operations, decision-making, audits, and internal control processes.
- c. To protect sensitive and confidential information from unauthorized access, disclosure, or misuse throughout its lifecycle.
- d. To provide a uniform approach to classifying, storing, retaining, and disposing of records, thereby reducing duplication, errors, and inefficiencies.
- e. To safeguard the Company against legal risks by ensuring critical documents are preserved for the required period and can be produced promptly in case of disputes, investigations, or audits.
- f. To promote responsible document retention and disposal practices, including digital storage solutions, to optimize physical and digital storage resources while reducing environmental impact.
- g. To support organizational continuity and accountability by maintaining accurate records that document key decisions, transactions, and actions taken by the Company.

3. DEFINITIONS

- a. "Applicable Law" means any law, rules, circulars, guidelines or standards under which the preservation of the Documents has been prescribed.
- b. "Board" means the Board of directors of the Company or its Committee.
- c. "Authorized Person" means any person duly authorized by the Board.

d. 'Books of Account' as per Section 2(13) of the Companies Act, 2013 includes records maintained in respect of—

- i. all sums of money received and expended by a company and matters in relation to which the receipts and expenditure take place;
- ii. all sales and purchases of goods and services by the company;
- iii. the assets and liabilities of the company; and
- iv. the items of cost as may be prescribed under section 148 in the case of a company which belongs to any class of companies specified under that section.

e. "Document" as per section 2(36) of the Companies Act 2013 includes papers, notice agreements, notices, agenda, circulars, advertisements, declarations, forms, minutes, registers, correspondences, challan or any other record required under or in order to comply with the requirements of any applicable law, whether issued, sent, received 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.

f. "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 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.

g. "Electronic Record(s)" means the electronic record as defined under clause (t) of sub- section (1) of section 2 of the Information Technology Act, 2000.

Unless the context otherwise requires, words and expressions used in this Policy but not defined herein shall have the meanings ascribed to them under the Companies Act, 2013, the RBI Directions, Notifications, Circulars, Guidelines, or any other applicable laws and regulations, as amended from time to time.

4. RETENTION REQUIREMENTS UNDER PMLA ACT AND RULES

The Company shall take appropriate steps for proper maintenance, preservation and reporting of customer information, with reference to provisions of PML Act.

- (i) 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).
- (ii) 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.
- (iii) The Company may maintain records of the identity of their clients, and records in respect of transactions in physical or electronic format.
- (iv) The Company is 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 should be properly recorded. These records are required to be preserved for five years as is required under PMLA, 2002.

- (v) 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.

5. RETENTION PERIOD OF DATA AND RECORDS

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

- 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.

- e. The Company shall maintain registration records for non-profit organizations with DARPA 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.

- f. The Company shall preserve the call recording of the calls made to the customer (customer service & collections for a period of 6months 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.

- g. 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.

- h. As per regulation 30 (8) of the SEBI Listing Regulations 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

6. IDENTIFICATION AND CLASSIFICATION OF DATA AND RECORDS

- a. Each department of the Company is accountable for recognizing and maintaining records and data generated, received, or processed during their business activities. This applies to both physical and electronic formats.
- b. Records or data obtained from external sources, including customers, vendors, service providers, regulators, or other third-party entities, shall be clearly labeled as External Origin Data/Records. Such data must be managed in accordance with its source, sensitivity, and applicable safeguards.
- c. To ensure proper management, protection, and retention, all data and records shall be categorized as follows:
 - i. **Confidential:** Information whose unauthorized disclosure could result in legal, financial, or reputational impact on the Company or its stakeholders. Examples include customer financial records, internal audit reports, and regulatory communications.
 - ii. **Internal Use:** Information intended exclusively for internal circulation and not for public sharing. Examples include internal policies, operational procedures, and MIS reports.
 - iii. **Public:** Information approved for public release. Examples include marketing materials, published annual reports, press statements, and publicly available policies.
 - iv. **External Origin:** Records received from external entities, requiring special handling based on regulatory requirements, agreements, or sensitivity. Examples include KYC documents, vendor contracts, regulatory communications, customer-submitted data, credit information, and third-party service provider data.
 - v. **Personal Data:** Any information relating to an individual who can be identified, either directly or indirectly, from the data.
- d. All records identified for retention, as listed in the Annexure, must be documented in a clear and easily traceable manner by the respective departments.
- e. Departments are required to periodically review their inventories of data and records to ensure they remain accurate and up-to-date, particularly in response to changes in business processes, regulations, or introduction of new data sources.

7. DISPOSAL OF RECORDS

- a. 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).
- b. Destruction of documents as a normal administrative practice will also be followed for the records which are duplicate/unimportant/irrelevant.
- c. 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 destructed 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.

- d. All non-electronic (physical) records, whether sensitive or non-sensitive, shall be destroyed using paper shredders. Shredded material must then be disposed of in a secure and controlled manner
- e. Digital records must be irreversibly erased using robust methods. Acceptable approaches include:
 - i. Deactivating or physically dismantling hard drives.
 - ii. Destroying backup media such as tapes, CDs, DVDs, USB drives, or other removable storage.
 - iii. Deleting files followed by secure purging to ensure they cannot be recovered.
 - iv. For leased or rented devices, ensuring all storage media are wiped or reformatted before returning the equipment.
- f. Disposal of any records requires prior approval from the designated authority. The approving authority must confirm that the disposal complies with company policy. Documentation of all disposal activities must be retained by the respective department.
- g. If destruction is outsourced, the external service provider must provide formal confirmation of data destruction.
- h. Procedures for disposal also apply to all backup or archived copies once they exceed the retention period specified by policy.

8. 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.

9. 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	Annual Return(s)
02	Client's KYC documents
03	Records of transactions and business correspondence between Company and the customer both domestic and international
04	PDC of the customers#
)
05	Insurance Policies/ Claims under various policies
06	Correspondences with the Regulators
07	Non-Statutory Registers/Documents
08	Records pertaining to the identification of the customers and their addresses obtained while opening the account and during the course of business relationship
09	Any other document as may be required to maintain in terms of applicable law(s), maintained and preserved from time to time.
10	All events or information which has been disclosed to stock exchange(s) under regulation 30 SEBI Listing Regulations hosted on the website of the Company
11	Personnel Records (e.g., personal files, medical documents, training records, compensation planning, disciplinary records, employee complaints), to be retained for not more than 5 years from cessation of employment or as required for legal/operational purposes.

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
08	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.
09	Employment Records (e.g., job applications, resumes, background investigations, letters of recommendation, performance reviews, complaints) is to be retained for 8 years from cessation of employment.
10	Payroll Records (e.g., salary registers, TDS, PF/ESI contributions, reimbursement documents) is to be retained for at least 8 years or as required under statutory compliance.