

# SAGAR DIAMONDS LIMITED

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## Archival Policy

### 1. Introduction:

Sub-Regulation 8 of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) requires every Listed Company to formulate an Archival Policy.

The Board of Directors (“the Board”) of Sagar Diamonds Limited (“the Company”) has adopted this Archival Policy (“Policy”) pursuant to the meeting of the Board of Directors of the Company (“Board”) dated 05.07.2017 and the Board may amend this Policy from time to time. The Policy shall be effective from the date of approval from the Board.

### 2. Purpose & Scope:

The purpose of this Policy is to determine the period of record keeping and preservation of the physical as well as electronic records of the Company. Pursuant to the Regulation 30 of the Listing Regulations, every Listed Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s), and such disclosures shall be hosted and retained on the website of the Company for a minimum period of 5 (five) years and thereafter, as per this Policy. This Policy defines the time period for which material events likely to affect the working of the Company be disclosed on the Company’s website after the lapse of the aforementioned minimum period of five years.

### 3. Definitions:

“**Board of Directors**” or “**the Board**” means the Board of Directors of Sagar Diamonds Limited, as constituted from time to time.

“**Company**” means Sagar Diamonds Limited.

“**Listing Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“**Policy**” means this Archival Policy.

“**Material Events**” means events as specified in Schedule III to the Listing Regulations and such other events which may have material effect on it and upon the occurrence of which the Company shall make disclosures to stock exchange(s) and host such disclosures on the Company’s website.

### 4. Policy:

As mentioned above, disclosure of material events shall be hosted and retained on the Company's website for a minimum period of 5(five) years. Depending upon the nature, materiality, impact and relevance of the material event, the disclosure of such material event can continue to remain hosted on the Company's website for a longer period of time as decided by the Board from time to time.

Below is a table of material events for their continued disclosure on the Company's website for the period of 5 (five) years.

**A. Mandatory disclosures**

Sr. No.	Material Events
Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-Regulation (4) of Regulation (30):	
1.	<p>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.</p> <p>Explanation.- For the purpose of this sub-para, the word 'acquisition' shall mean,-acquiring control, whether directly or indirectly; or, acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –</p> <p>(a) the listed entity holds shares or voting rights aggregating to 5 % or more of the shares or voting rights in the said company, or;</p> <p>(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 per cent of the total shareholding or voting rights in the said company.</p>
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.	<p>Outcome of Meetings of the Board of Directors held to consider the following:</p> <p>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;</p> <p>b) any cancellation of dividend with reasons thereof;</p> <p>c) the decision on buyback of securities;</p> <p>d) the decision with respect to fund raising proposed to be undertaken;</p> <p>e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;</p> <p>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;</p> <p>g) short particulars of any other alterations of capital, including calls;</p> <p>h) financial results;</p> <p>i) decision on voluntary delisting by the listed entity from stock exchange(s).</p>
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, if any.
13.	Proceedings of Annual and extraordinary general meetings of the listed entity.
14.	Amendments to memorandum and articles of association, in brief.
15.	Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;

#### **B. Disclosures based on determination of materiality**

Events which shall be disclosed upon application of the guidelines for materiality referred sub-Regulation (4) of Regulation (30) in accordance with the Policy for Determination of Material Events	
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2.	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.
3.	Capacity addition or product launch.
4.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
5.	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.
6.	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.
7.	Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
8.	Litigation(s) / dispute(s) / regulatory action(s) with material impact.
9.	Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.

10.	Options to purchase securities including any ESOP/ESPS Scheme.
11.	Giving of guarantees or indemnity or becoming a surety for any third party.
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13.	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.
14.	In addition to the aforesaid, any other events/information as specified by the the Securities and Exchange Board of India from time to time.

The Board at its discretion may increase the time period for continued disclosure of any of the material events, subject to applicable provisions of statutes for the time being in force.

**5. Officer responsible:**

The Company Secretary and Compliance Officer of the Company shall be responsible for ensuring overall compliance of this Policy.

**6. Limitation and Amendment:**

In the event of any conflict between the provisions of this Policy and of the Companies Act, 2013 (and the rules framed thereunder) or the Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Agreement or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Regulations, Companies Act, 2013 (and the rules framed thereunder) and/or applicable laws in this regard shall automatically apply to this Policy.

**7. Disclosure:**

This Policy will be disclosed on the Company's website: [www.sagardiamonds.com](http://www.sagardiamonds.com)