

Website Content Archival Policy

[In Accordance with SEBI (Listing Obligations and Disclosure Requirements), REGULATIONS 2015]

[As approved by the Board of Directors on 21st August, 2019]

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1. PREAMBLE

Securities and Exchange Board of India has notified Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). 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 listed entity for a minimum period of five years and thereafter as per the archival policy of the listed entity, as disclosed on its website.

Accordingly, Indian Railway Catering and Tourism Corporation Limited herein sets out a following written Policy which will be formally adopted by the company for ensuring compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This policy shall become effective on 21st August, 2019

2. SCOPE

This policy shall govern the disclosure and archival of such information/ 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 information/contents displayed /uploaded on the website shall be out of purview of the Policy and can be archived / deleted as decided by the Company considering usefulness of information/content to general public or Company itself.

3. OBJECTIVES OF THE POLICY

The main objective of this policy is to ensure that all the documents, disclosures made/submitted to the stock exchanges pursuant to the SEBI (LODR) Regulations are uploaded 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:

- a) Identification of Information, documents, events, etc. which are required to be disclosed on the website of the Company;
- b) Ensuring that all the information is disclosed at the relevant time and with proper link and to maintain unanimity every time;
- c) 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 the period of five years from the date of disclosure of such information, documents and events.
- d) After completion of five years from date of disclosure of the respective documents/information/events, shall be moved to the respective archives folder on the website of the Company.

- e) Documents/information, events which are required to be uploaded on the website for a particular period, shall be deleted after the due date without movement in archives folder.
- f) Certain documents like Policies of the Company, Codes of Conduct and other documents which are required to be continuously displayed on the website, shall not be archived.

4. DEFINITIONS

For the purpose of interpretation of this policy, following terms defined as under:

- i. "Act" means the Companies Act, 2013, Rules framed thereunder and any amendments thereto.
- ii. "Listing Regulations" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iii. "Company", "This Company", "The Company", "Company" wherever occur in the policy shall mean "**Indian Railway Catering and Tourism Corporation Limited**".
- iv. "Board of Directors" or "Board", means the collective body of the Directors of the Company.
- v. "Policy" or "This Policy" means, "Website Content Archival Policy."
- vi. "Website" means website of the Company i.e. "www.irctc.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, Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, and/or any other SEBI Regulation(s) as amended from time to time.

In case of any dispute or difference upon the meaning/interpretation of any word or provision in this Policy, the same shall be referred to the Board to decide thereupon.

6. GUIDELINES

As per regulation 46 read with Regulation 62 of SEBI (LODR) Regulations every listed entity has to maintain a functional website containing basic information about the Company and other prescribed details.

Regulation 30 (8) of SEBI (LODR) Regulations requires the listed entity to disclose on its website all such events or information which has been disclosed to stock exchange(s) under this regulation, and such disclosures shall be uploaded on the website of the such listed

entity for a minimum period of five years and thereafter such information/documents shall be moved to the archive folder as per the archival policy, as disclosed on its website.

Our Company's equity shares are going to be listed on NSE & BSE ("Stock Exchanges"), and in compliance with SEBI (LODR) Regulations, our Company has to provide regularly various information, financial statements, notices and other disclosures, as required under various SEBI regulations and provisions of Companies Act, 2013 and the same have to be uploaded on website of the Company.

7. POLICY

The required documents, information, disclosures, notices, policies as provided under the Listing Regulations and the Act, which is 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.

(A) The following information shall be uploaded on the website and shall be updated within two working days from the date of occurrence of change:

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

- Financial information including:
 - notice of meeting of the board of directors where financial results shall be discussed;
 - financial results, on conclusion of the meeting of the Board of Directors where the financial results were approved;
 - Complete copy of the annual report including balance sheet, profit and loss account, director's report, corporate governance report etc.;
- Shareholding pattern.
- Details of agreements entered into with the media companies and/or their associates, etc.;
- Schedule of analyst or institutional investor meet and presentations made to analysts or institutional investors simultaneously with submission to stock-exchange.
- 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.
- Notice of Board meeting to consider financial results published in newspapers.
- Financial Results published in newspapers.
- Statement of deviation/ variation in use of proceeds from public issue, rights issue, preferential issue etc.
- Notices given to shareholders by newspaper advertisement.

(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:

- 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 Company or any other restructuring.
- 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.
- Revision in Rating(s).
- Outcome of Meetings of the Board of Directors:
 - 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.
 - Any cancellation of dividend with reasons thereof.

- Board Decision on Buyback of securities.
- Board Decision of fund raising proposed to be undertaken.
- Increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched.
- 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;
- Short particulars of any other alterations of capital, including calls; Ø Financial results;
- Board decision on voluntary delisting from stock exchange(s).
- Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), 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.
- Fraud/defaults by promoter or key managerial personnel or by Company or arrest of key managerial personnel or promoter.
- Change in Directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
- Appointment or discontinuation of share transfer agent.
- Corporate debt restructuring.
- One-time settlement with a bank. Reference to BIFR and winding-up petition filed by
- any party / creditors.
- 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.
- Proceedings of Annual and extraordinary general meetings of the Company.
- Amendments to memorandum and articles of association of Company, in brief.
- Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;

- Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
- 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).
- Material capacity addition or product launch.
- Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/ contracts not in the normal course of business.
- 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.
- Major disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
- Material effect(s) arising out of change in the regulatory framework applicable to the Company.
- Material litigation(s) / dispute(s) / regulatory action(s) with impact.
- Material fraud/defaults etc. by Directors (other than key managerial personnel) or employees of Company.
- Options to purchase securities including any ESOP/ESPS Scheme.
- Giving of guarantees or indemnity or becoming a surety for any third party.
- Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
- 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 Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.
- Any other disclosures of event/information as specified by the Board from time to time.

8. POLICY REVIEW

The Board of Directors of the Company shall have the right to review or amend the policy from time to time so that the policy remains compliant with applicable legal requirements.

9. DISCLOSURES

The policy shall be continuously hosted on the website of the Company after the approval of the Board of Directors and after every amendment/updating thereof.