

# POLICY ON PRESERVATION OF DOCUMENTS

## 1. PREAMBLE:

Securities and Exchange Board of India (SEBI), has vide its Notification dated September 2, 2015, introduced the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter called as “**the Regulations**” or “**the Listing Regulations**”) to be effective from December 1, 2015, whereby every issuer or the issuer Company which has previously entered into agreement(s) with a recognized stock exchange to list its securities, shall execute a fresh listing agreement with such stock exchange within six (6) months of the date of notification of these Regulations

Pursuant to Regulation 9 of Chapter IV of the Listing Regulations, every listed entity shall frame a policy on preservation of documents as approved by the Board of Directors.

Accordingly, this Policy has been framed for the purpose of systematic identification, categorization, maintenance, review, retention and destruction of documents received or created in the course of business. The policy should contain guidelines on how to identify documents that need to be maintained, how long certain documents should be retained, how and when those documents should be disposed off, if no longer needed and how the documents should be accessed and retrieved when they are needed.

## 2. OBJECTIVE:

The purpose of implementing this Policy is to facilitate efficient operation of our Company as regards to adequate preservation and protection of documents in compliance with the statutory and regulatory requirements applicable from time to time and also to set principles for classifying, managing and storing of records of the Company.

Except as stated otherwise in this Policy, all documents shall be preserved:

- a. Permanently;
- b. For the period not less than eight (8) years after completion of relevant transaction;
- c. For the period other than mentioned under (a) and (b) herein above.

## 3. SCOPE:

All the information and / or documents created and / or received by the employees in the course of their duties on behalf of the Company, preserved in the form of records, are covered by this policy. It is emphasised here that this policy is equally applicable to records created and / or received in electronic format as it is to paper records, which are bound by the legislative requirements.

#### 4. APPROVAL:

This Policy has been approved and adopted by the Board of Directors of the Company in its meeting held on January 18, 2016.

#### 5. EFFECTIVE DATE:

This Policy is effective from December 1, 2015.

#### 6. DEFINITIONS:

- 6.1 **“Act”** means the Securities and Exchange Board of India Act, 1992, including any amendment or modification thereof.
- 6.2 **“Regulations” or “the Listing Regulations”** shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- 6.3 **“Company”** means Bharat Bijlee Limited.
- 6.4 **“Board of Directors” or “Board”** means the Board of Directors of Bharat Bijlee Limited, as constituted from time to time.
- 6.5 **“Compliance Officer”** means the Company Secretary of the Company who is responsible to perform duties as required under section 205 of the Companies Act 2013 and Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- 6.6 **“Employees”** means every employee of the Company, including the Directors in the employment and Key Managerial Personnel of the Company,.
- 6.7 **“Director”** means a person as defined in Section 2(34) of the Companies Act, 2013 and presently appointed as a Director in the Company.
- 6.8 **“Key Managerial Personnel”** means key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013.
- 6.9 **“Document(s)”** within the scope of this Policy refers to all business records of the Company in written, printed and recorded matter and electronic forms of records and includes but not limited to files, document(s), summon(s), notice(s), minutes, correspondence, indices, register(s), affidavit(s), requisition(s), plan(s), order(s), declaration(s), photo(s), media, register(s) etc., whether issued, sent or kept in pursuance of the Companies Act 2013, SEBI Act 1992 or under any other law for the time being in force or otherwise and to the extent applicable to the Company, maintained on paper or in electronic form, which are required to document business

processes and which the employees of the Company need particularly to fulfill their tasks.

- 6.10 **“Policy”** means policy on Preservation of Documents.
- 6.11 **“Records”** means any recorded information in a variety of physical forms including but not limited to paper documents - both written and printed matter, electronic records (i.e.. word processing files, disks, data base, spreadsheet files, emails, audio visual materials, electronic data on any media etc.) books of accounts, drawings, photographs, or anything on which information is recorded or stored by graphic, electronic or mechanical means, or copies thereof received by any employee and / or office of the Company in connection with the business transaction and retained as evidence of the such activity(es) of the Company or because of the information contained therein.
- 6.12 **“Preservation”** is maintenance of documents, files and records in usable form and to prevent from being altered, damaged or destroyed.
- 6.13 **“Maintenance”** means keeping Documents, either in physical form or electronic form.
- 6.14 **“Stock Exchange”** means the stock exchange(s) where the securities of the Company are listed.

Terms that have not been defined herein above and anywhere in this Policy shall have the meaning ascribed to them in the Regulations, Listing Agreement, the Companies Act, 2013 and rules made there under and / or any other SEBI Regulation(s) as amended from time to time.

## **7. GOVERNING LAWS:**

This Policy shall be governed by:

- Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India Act, 1992
- the Companies Act, 2013;
- Companies (Preservation and Disposal of Records) Rules, 1966;
- Secretarial Standards;
- Labour Laws, Factory Laws, Tax Laws and all other applicable laws for the time being in force.

## **8. MANNER OF PRESERVATION OF DOCUMENTS:**

### **8.1 Methodology of Preservation of Documents:**

The Company shall primarily utilize any one and / or combination of the following methods in preserving the records:

- Department or function-wise;
- Subject or topic-wise; and / or
- Such other method as the Departmental heads may consider appropriate, in order to preserve the documents

The preservation of Documents should be such as to ensure that there is no tampering, alteration, destruction or anything which endangers the content, authenticity, utility or accessibility of the Documents.

### **8.2 Maintenance of Records:**

- All physical records to be maintained in the form of books and files by the respective departments / sectors;
- Electronic records are to be stored in file servers, wherein the computer equipment is maintained by the IT Department. Also the respective departments of the Company responsible to maintain these records must formally agree to the backup and recovery procedures with the IT Department. *(This is to ensure that there is no ambiguity as to which department is responsible for records in the event of hardware failure or accidental deletion of records).*
- A reproduction of any original record on microfilm or on any other medium shall be certified by the Company Secretary of the Company to be a true and accurate reproduction of the original of such record.

### **8.3 Duration of Preservation of Documents:**

**Annexure I**, which forms part of this Policy, is a Documents Preservation Schedule, identifying different categories of the Company Records to be preserved.

## **9. RESPONSIBILITY OF RECORDKEEPING / CUSTODY OF DOCUMENTS:**

- 9.1** All the Documents shall be under the custody of respective head of the departments as appended herein below, thereby resting the operational responsibility upon them:

<b>Sl. No.</b>	<b>Documents</b>	<b>Authorised Personnel</b>
1	Tax (Direct & Indirect) / Accounting / Management and Costing / Bank / Treasury and Financial Records	Vice President: Finance (CFO)
2	All secretarial and legal records including but not limited to Minutes / Statutory Registers, Lease Documents / Contracts / Legal Documents / Intellectual Property and Trade Secrets	Company Secretary & Compliance Officer
3	Employment / personal / Factory Act related Records:	Vice President: HR
4	All other documents / records	All Vice Presidents excluding the ones mentioned hereinabove

The Departmental heads must be familiar with this Policy and also it is their responsibility to enlighten their Department personnel in this regard.

- 9.2** It is the responsibility of all the employees of the Company, to ensure that appropriate security measures are observed for maintaining records containing personal or other confidential information.

#### **10. ROLE OF REGISTRAR AND TRANSFER AGENT:**

The Registrar and Transfer Agent of the Company shall ensure that the correct procedures are followed for maintenance of the Records required to be maintained with them. The Company shall obtain an annual undertaking from the Registrar and Transfer Agent of the Company in this regard.

#### **11. OWNERSHIP OF RECORDS:**

All records, irrespective of format, (i.e. both physical and electronic, including emails) created or received by the employees in the course of their duties on behalf of the Company, are the property of the Company and subject to its overall control.

Employees leaving the Company or changing positions within the Company are to leave all records for their successors.

#### **12. DISPOSAL OF RECORDS:**

Once records have been retained for the applicable period set forth in **Annexure I**, they should be prepared for destruction subject to the request of the Head of concerned department along with the approval of Board of Directors of the Company. When scheduled for destruction, the respective records must be shredded, pulped, burned or otherwise disposed off, to ensure that such information is not disclosed.

Electronic data contained on servers and hard drives shall be deleted and overwritten. Electronic data contained on all other media shall be destroyed by the physical destruction of that media

No record should be allowed to be taken outside the premises of the Company without being torn in to small shreds.

A register of the Documents disposed and / or destroyed shall be maintained stating the brief particulars of Documents destroyed, date of destruction and mode of destruction. All entries made therein shall be authenticated by the person so authorized by the Board for the purpose. Inspection of this register is restricted.

### **13. SUSPENSION OF RECORD DISPOSAL IN THE EVENT OF LITIGATION OR CLAIM:**

In the event any employee of the Company reasonably anticipates or becomes aware of a governmental investigation or audit concerning the Company or the commencement of any litigation against or concerning the Company, such employee shall inform the respective Head of the Department and any further disposal of documents shall be suspended until such time as the Company Secretary, with the advice of the any one of the Director of the Company and the Company's legal counsel, determines otherwise.

### **14. AMENDMENTS TO THE POLICY:**

The Board of Directors can amend this Policy, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

### **15. COMMUNICATION OF THE POLICY:**

For all existing employees, an e-mail shall be sent directing the link to this Policy on the web-site of the Company. As regards to new employees, a copy of this Policy shall be handed over as a part of the joining documentation by the HR Department.

**For Bharat Bijlee Limited**

**Sd/-**  
**DURGESH N. NAGARKAR**  
**Company Secretary & Senior General Manager**  
**Legal**

Place: Mumbai

Date December 1, 2015

## DOCUMENTS PRESERVATION SCHEDULE

### 1. COMPANY RECORDS:

Sr. No.	Record Type	Minimum Retention Period
1	Certificate of Incorporation	Permanent
2	Memorandum and Articles of Association	Permanent
3	Certificate to Commence Business	Permanent
4	Common Seal	Permanent
5	Certificate of change of name (if any)	Permanent
6	Minutes Books as well as Resolutions including circular of Board, General Meetings and Committees Meetings	Permanent
7	Adopted Policies / Codes etc.	Permanent
8	License and Permits	Permanent
9	Annual Reports	Permanent
10	Scrutinizer Reports	
11	Central Government Approvals	Permanent
12	Statutory Registers maintained under Companies Act, 2013	Permanent
13	Index of Members	Permanent
14	SEBI & Stock Exchanges Records submitted from time to time <ul style="list-style-type: none"> <li>- Disclosures under SEBI (Prohibition of Insider Trading) Regulations, 2015;</li> <li>- Disclosures under SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011;</li> <li>- Quarterly / Annual / Non-Quarterly / Other Compliance related documents;</li> <li>- Statutory Returns / Reports;</li> <li>- Documents pertaining to Listing Regulations, 2015;</li> <li>- Disclosure in Newspapers;</li> </ul>	Permanent
15	Declaration by directors under section 164 of the Companies Act, 2013	Permanent
16	Declaration by directors under section 184 of the Companies Act, 2013	Permanent
17	Declaration by Independent Directors as the Companies Act, 2013	Permanent
18	Correspondences with Statutory bodies	Permanent

18	Agenda of Board and Committee Meeting(s) and supporting documents thereto	8 years
19	Office copies of Notice of Board Meeting / General Meeting / Committee Meeting and other related papers	8 years
20	Attendance Registers	8 years
21	Share Transfer, transmission etc., correspondences with the Registrar & Share Transfer Agent	8 years
22	Correspondences towards NSDL / CDSL	8 years
23	Documents on which the common seal of the Company has been affixed.	8 years
24	Annual Returns	8 years
25	ROC Filings and Stock Exchange Filings in physical and Electronic form	8 years
26	Correspondences with the shareholders	8 years from the date of the compliant is resolved
27	Register of Debenture-holders (if any)	15 years after the redemption of debentures
28	Index of Debenture-holders (if any)	15 years after the redemption of debentures

## 2. ACCOUNTS AND FINANCE:

Sr. No.	Record Type	Minimum Retention Period
1	Annual Audit Reports and Financial Statements	Permanent
2	Books of Account, Ledgers and Vouchers	8 years
3	Annual Plans & Budgets	8 years
4	Banks Statements & canceled cheques	8 years
5	Internal Audit Report	8 years
6	Cost Audit Report	
7	Employee Expense Reports	8 years
8	Investment Records	8 years
9	Correspondences with Statutory Authorities	8 years
10	Treasury documents – Credit approvals from bank	Permanent
11	Bank Account passbook or statement, Bank Reconciliation Statement and LC Documents	8 years
12	Bank Guarantees	Till the expiry of the claim period



### 3. TAX RECORDS:

<b>Sr. No.</b>	<b>Record Type</b>	<b>Minimum Retention Period</b>
1	Tax Exemption and Related documents	Permanent
2	Tax Bills, receipts and payments	Permanent
3	Tax Litigation documents	Permanent
4	Annual Information Returns – State and Central	Permanent
5	Tax Returns – Income, Franchise, Property	Permanent
6	Excise Records	8 years from the end of the Financial Year or completion of assessment under the applicable law is over whichever is later.
7	Tax Deducted at Source Records	8 years from the end of Financial Year or completion of assessment under the applicable law is over whichever is later.
8	Income Tax papers	8 years from the end of Financial Year or completion of assessment under Income Tax whichever is later
9	Service Tax Records	8 years from the end of Financial Year or completion of assessment under Service Tax whichever is later
10	Sales Tax Records	8 years from the end of Financial Year or completion of assessment under Sales Tax whichever is later

### 4. INSURANCE RECORDS:

<b>Sr. No.</b>	<b>Record Type</b>	<b>Minimum Retention Period</b>
1	Insurance Policies	Permanent
2	Annual Loss Summaries	8 years
3	Audit and Adjustments	8 years
4	Group Insurance Plans (Active and Retired Employees)	8 years
5	Claim Files (Including correspondence, medical records, injury documentations etc)	8 years
6	Journal Entry Support Data	8 years
7	Releases and Settlements	8 years

**5. LEGAL RECORDS:**

<b>Sr. No.</b>	<b>Record Type</b>	<b>Minimum Retention Period</b>
1	Court Orders	Permanent
2	Legal Memoranda and Opinions	Permanent
3	Contracts, Agreements and Related correspondence (including any proposal that resulted in the contract and other supportive documentation)	8 years after termination or expiration of contracts
4	Litigation Files	2 years after expiration of disposal of the case

**6. HR & PAYROLL RECORDS:**

<b>Sr. No.</b>	<b>Record Type</b>	<b>Minimum Retention Period</b>
1	Official Personnel Files of Active employees	Permanent
2	Official Personnel Files of inactive employees	8 years from separation
3	Commission / Bonuses / Incentives / Awards	Permanent
4	Employee Handbook & Induction Manual	Permanent
5	Payroll Registers	Permanent
6	Bonus, Gratuity and other Statutory Records	Permanent
7	Retirement and Pension Records	Permanent
8	Payroll Deductions	3 years after termination of service of employment
9	Employment Contracts	3 years after termination of service of employment
10	Employee Medical Record	3 years after separation
11	Attendance records, application forms, job or promotion records, performance evaluations, termination papers, test results, training and qualification records, enquiry related papers	3 years after termination of service of employment
12	Labour Distribution Cost Records including details pertaining to gratuity and retrial disbursement	3 years after termination of service of employment
13	Time Cards / Sheets	2 years
14	Unclaimed Wage Records	3 years
15	Leave Records	2 years after the relevant period

## 7. CORPORATE SOCIAL RESPONSIBILITY RECORDS:

Sr. No.	Record Type	Minimum Retention Period
1	Records on CSR Projects (including amount budgeted, spent and balance, if any), Projects undertaken and progress thereon	8 years

## 8. DEVELOPMENT / INTELLECTUAL PROPERTY AND TRADE SECRETS:

Sr. No.	Record Type	Minimum Retention Period
1	All documents related and incidental to Intellectual Property (viz., trademarks, copyrights, patents etc.) & Trade Secrets	Permanent

## 9. PROPERTY RECORDS:

Sr. No.	Record Type	Minimum Retention Period
1	Original Purchase and Sale Deeds	Permanent
2	Original Lease Agreements	Permanent
3	Original Leave and License Agreements	Permanent
4	Property Insurance Documents	Permanent
5	Correspondence related to Property deals	Permanent

## 10. CONTRACTS / AGREEMENTS / PURCHASE ORDERS:

Sr. No.	Record Type	Minimum Retention Period
1	Final, execution copies and related documents of all Contracts / Agreements / Purchase Orders	8 years from the termination

## 11. ELECTRONIC RECORDS INCLUDING MAIL RETENTION AND BACKUP:

### 11.1 Electronic Mail:

- All e-mails received from internal and external sources to be deleted after 8 years;
- The IT Department would archive e-mails for the period of 6 months after the employees have deleted. It will be then followed by a permanent deletion of respective emails from the server;

- It is prohibited to store or transfer the Company related emails on non-work related computers / laptops, except as appropriate with due approvals from respective Department head along with the approval from IT Department;
- It is prohibited to share confidential / proprietary internal emails to outside sources;

#### 11.2 Web Page Files:

- May be retained for a period of 5 years as specified in the Regulations.

**For Bharat Bijlee Limited**

**Sd/-  
DURGESH N. NAGARKAR  
Company Secretary & Senior General Manager  
Legal**

Place: Mumbai  
Date December 1, 2015