

BIRLANU LIMITED

POLICY ON PRESERVATION AND ARCHIVAL OF DOCUMENTS

POLICY ON PRESERVATION AND ARCHIVAL OF DOCUMENTS

1. Purpose and Scope

The purpose of this document is to present a high level policy statement for BirlaNu Limited (“BirlaNu or Company”) on preservation of Documents (defined below) and ensure safekeeping of the records and safeguard the interest of the Company while at the same time avoiding superfluous inventory of Documents. The Company, therefore, formulates this policy, in pursuance to Regulation 9 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”), on preservation of the Documents to aid the employees in handling the Documents efficiently. Under this regulation, the Company has a strategic objective of ensuring that critical documents are safeguarded and preserved to ensure its longevity including its electronic resources.

It not only covers the various aspects on preservation of the Documents, but also the safe disposal/destruction of the Documents.

The policy is 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 would 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 of, if no longer needed and how the documents should be accessed and retrieved when they are needed.

This policy has been adopted and approved by the Board of Directors on [●] and is effective from December 01, 2015

2. Definitions

- a. “Act” means the Companies Act, 2013.
- b. “Applicable Law” means any law, rules, circulars, guidelines or standards issued by Securities Exchange Board of India, Ministry of Corporate Affairs and The Institute of Company Secretaries of India under which the preservation of the Documents has been prescribed.
- c. “Authorised Person” means any person duly authorised by the Board or it's constituted attorney.
- d. “Board” means the Board of directors of the Company or its Committee.
- e. “Company” means BirlaNu Limited.
- f. “Current Document(s)” means any Document, that still has an ongoing relevance with reference to any ongoing litigation, proceedings, complaint, dispute, contract or any like matter.

- g. “Document(s)” refers to papers, notes, agreements, notices, advertisements, requisitions, orders, declarations, forms, correspondence, minutes, indices, registers and 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 and does not include multiple or identical copies.
- h. “Electronic Record(s)” means the electronic record as defined under clause (t) of subsection (1) of section 2 of the Information Technology Act, 2000.
- i. “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 device, considered feasible, whether the same is in possession or control of the Company or otherwise the Company has control over access to it.
- j. “Maintenance” means keeping Documents, either physically or in Electronic Form.
- k. “Preservation” means to keep in good order and to prevent from being altered, damaged or destroyed.
- l. “Regulations” means the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

The words and phrases used in this Policy and not defined here shall derive their meaning from the Applicable Law.

3. Classification of Documents to be preserved / retained

The preservation of Documents shall be done in the following manner:

- a. Where there is a period for which a Document is required to be preserved as per Applicable Law, for the period required by Applicable Law.
- b. Where there is no such requirement as per Applicable Law, then for such period as the document pertains to a matter which is “Current”.
- c. In case of any other Document, for such period, as a competent officer of the Company required to handle or deal with the Document takes a considered view about its relevance; Provided that generally speaking, a Document may be preserved for a period of 3/5 years from the date on which the Document was originated.
- d. Indicative classification and timeframe of their preservation is as below in **Table 1.0**
- e. An indicative list of the Documents and the timeframe of their preservation is provided in **Annexure-A**

Table 1.0

S. No	Category	Details
1	Category-1	Documents that need to be preserved / retained permanently
2	Category-2	Documents that may be preserved / retained for a period of 8 years as specified under the Companies Act, 2013 or LODR or any other statute
3	Category-3	Documents that need to be preserved / retained for the period required by Applicable Law and in absence of any law, as generally required by any authority/regulator.

4. Modes of preservation

- a. The Documents may be preserved in
 - i. physical form or
 - ii. Electronic Form.
- b. The officer of the Company required to preserve the Document shall be Authorised Person who is generally expected to observe the compliance of requirements of Applicable Law
- c. 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.
- d. The preserved Documents must be accessible at all reasonable times. Access may be controlled by Authorized Person with preservation, so as to ensure integrity of the Documents and prohibit unauthorized access.

5. Principle of Responsibility of Employees for Preservation of Documents and Custody of Documents

- a. All the Employees in the permanent rolls of the Company are responsible for taking into account the potential impacts on preservation of the documents in their work area and their decision to retain/preserve or destroy documents pertaining to their area. Such a practice bestowing responsibility on the Company's employees would immensely help company's litigation preparedness by helping the Company's and Outside legal counsel to track down documents to handle the legal cases.
- b. Subject to the Applicable Law, the custody of the Documents shall be with the Authorised Person. Where the Authorised Person tenders resignation or is transferred from one location of the Company to another, such Person shall hand over all the relevant Documents, lock and key, access control or password, or Company Disc, other storage devices or such other Documents and devices in his possession under the Policy. The Board or it's constituted attorney may authorise such other person as it may deem fit as the Authorised Person
- c. Managing Director and Chief Financial Officer of the Company are responsible for implementation and monitoring the Policy and to report to the Board or it's constituted attorney any deviations or disturbances.

6. Destruction of Documents

- a. Destruction as a normal practice usually occurs because the records are duplicated, **has become older than prescribed retention period** or for short term use only. This applies to both Physical and Electronic Documents.
- b. The temporary Documents, excluding the Current Document(s) shall be destroyed after the relevant or prescribed period, by the Authorised Person in whose custody the Documents are stored, after the prior approval of the Board or any other authority (i.e Managing Director / Chief Financial Officer / Respective Department Heads etc) as required under the Applicable Law pursuant to which the Documents have been preserved. The categories of Documents which may be destroyed as normal practice are listed in **Annexure II**.
- c. A register of the Documents disposed/destroyed shall also be maintained. It shall state the brief particulars of the Documents destroyed, date of disposal/destruction and the mode of destruction. Format of Register has to be in accordance with **Annexure-III**
- d. The entries in the register shall be authenticated by the Authorised Person.

7. Periodical Review of the Policy

- a. The Policy should be flexible and easy to understand and comply with by all levels of employees. The policy should be reviewed periodically by the Managing Director and Chief Financial Officer and amendments effected to subject to approval of the Board if and when practical difficulties are encountered. The Managing Director and Chief Financial Officer may also review the Policy to comply with any local, state, central legislations that may be promulgated from time to time.
- b. The Board is authorized to make such alterations to this Policy as considered appropriate, subject, however, to the condition that such alterations shall be in consonance with the provisions of the Acts and Regulations.

8. Suspension of Record Disposal in the event of Litigation or Claims

- a. In case the Company is served with any notice for request of documents or any employee becomes aware of a governmental investigation or audit concerning BirlaNu or commencement of any litigation against the Company, such employee shall inform the Top Management and any further disposal of documents shall be suspended until such time as the Top Management with the due advice from the legal counsel determine otherwise. The Top Management in such case shall inform all the employee by mail under "Employee Communication" of the need to retain the documents and suspension of disposal of the same.

9. This policy was approved by the Board of Directors on [•] to be effective from December 01, 2015.

- 10. In any circumstance where the terms of this policy differ from any existing or newly enacted law, rule, Regulation or standard governing the Company, the law, rule, Regulation or standard will take precedence over these policies and procedures until such time as this policy is changed to conform to the law, rule, Regulation or standard.**

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Annexure-1

1. Accounting and Finance records including Annual Financial statement

Record Type	Document Type
General Ledger and Sub Ledgers	Category-2 (8 Years)
Annual Audit Reports and Financial Statements	Category-1 (Permanent)
Annual Plans and Budgets	Category-3 (5 Years)
Bank Statement	Category-2 (8 Years)
Other Books of Accounts/ vouchers/ invoices/debit-credit notes	Category-2 (8 Years)

2. Tax records

Record Type	Document Type
Income Tax Records & Returns	Category-1/2 (Permanent or 8 years, depending on the type of record and law)
Excise Tax Records & Returns	Category-1/2 (Permanent or 8 years, depending on the type of record and law)
Professional Tax Records & Returns	Category-1/2 (Permanent or 8 years, depending on the type of record and law)
Property Tax Records & Returns	Category-1/2 (Permanent or 8 years, depending on the type of record and law)
Sales Tax/VAT Records & Returns	Category-1/2 (Permanent or 8 years, depending on the type of record and law)
Service Tax Records & Returns	Category-1/2 (Permanent or 8 years, depending on the type of record and law)
TDS Records & Returns	Category-1/2 (Permanent or 8 years, depending on the type of record and law)

3. Corporate Records including Certificate of Incorporation, Listing Agreement and other approvals from other statutory authorities.

Record Type	Document Type
Corporate Records (certificate of incorporation, commencement of business, listing agreement, common seal, minutes book of board and committees thereof, annual reports originals, etc.)	Category-1 (Permanent)
Licence and Permits, Industrial entrepreneurial Memorandum, and other statutory approvals	Category-1 (Permanent)
Licences and Permits that have a validity date or period of expiry	Category-2 (8 Years after expiry/validity)
Affidavit from the subscribers to the memorandum and from persons named as the first directors	Category-1 (Permanent)

Books and Documents relating to the issue of share certificates, including the blank forms of share certificates	Category-1 (Permanent)
Annual return	Category-1 (Permanent)
The Register of members	Category-2 (As required by law)
Register of charges	Category-2 (As required by law)
Minutes book of general meeting/Board/committees	Category-2 (As required by law)
Register of debenture holders or any other security holders	Category-2 (As required by law)
All notices pertaining to disclosure of interest of directors	Category-2 (As required by law)

4. Property Records

Record Type	Document Type
Correspondence, Property Deeds, Assessments, Licenses, Rights of Way	Category-1 (Permanent)
Original Purchase / Sale Deeds	Category-1 (Permanent)
Original Lease Agreements	Category-2 (8 years after the expiry of lease)

5. Payroll, Personal & HR records

Record Type	Document Type
Employee KYCs	Category-3 (3 years after employees leaves or as per Company HR Policy)
Payroll Registers (Gross and Net)	Category-2 (As required by law)
Time Cards / Sheets/leave records/other establishment records	Category-2 (As required by law)
Personal Files and other related to employees (including retirement records)	Category-3 (3 years after employees leaves or as per Company HR Policy)

6. Corporate Social Responsibility & Sponsorship Projects Records

Record Type	Document Type
Sponsorship agreements	Category-2 (As required by law)
Records on CSR Projects(including amount budgeted, spent and balance if any) projects undertaken and progress thereon	Category-2 (As required by law)

7. Correspondence with Stock Exchanges, Public Announcements, Web-Site disclosures etc

Record Type	Document Type
Stock Exchange, Registrar of Companies, representations etc	Category-3 (5 years)

Disclosures on website	Category-3 (5 years to be displayed on website and thereafter 3 years to be preserved in soft copy form))
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Annexure II

The following categories of Documents may be destroyed as normal administrative practice:

1. catalogues;
2. copies of press cuttings, press statements or publicity material;
3. letters of appreciation or sympathy, or anonymous letters;
4. requests for copies of maps, plans, charts, advertising material;
5. facsimiles where a photocopy has been made;
6. drafts of reports, correspondence, speeches, notes, spread sheets, etc.
7. routine statistical and progress reports compiled and duplicated in other reports

Annexure III

The format of the register of Documents disposed/destroyed –

PARTICULARS OF DOCUMENT ALONGWITH PROVISION OF APPLICABLE LAW	DATE AND MODE OF DESTRUCTION	INITIALS OF THE AUTHORISED PERSON

Date: 04th December, 2015

Place: Hyderabad

Managing Director

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