



भारत संचार निगम लिमिटेड

(भारत सरकार का उपक्रम)

BHARAT SANCHAR NIGAM LIMITED

(A Govt. of India Enterprise)

POLICY FOR PRESERVATION OF DOCUMENTS / RECORDS

[w.e.f. 11TH February 2021]

1.0 PREAMBLE:

Bharat Sanchar Nigam Limited ("BSNL" or "Company"), is a wholly owned Govt of India Company. The Company was incorporated on 15.09.2020 vide CIN U74899DL2000GOI107739. The Company took over the business of erstwhile Central Govt Departments i.e. Department of Telecom Services (DTS) and Department of Telecom Operations (DTO) w.e.f. 01.10.2000 on going concern basis at a consideration of Rs.63000 Crores. The Company has issued Government of India guaranteed, rated, unsecured redeemable, taxable, listed, non-convertible debentures of face value of Rs. 10 lakh each ("debentures" / "bonds") for cash at par, aggregating to Rs. 8,500 crore on private placement basis. The Bonds are listed on the Wholesale Debt Market (WDM) Segment of the Bombay Stock Exchange (BSE) w.e.f. 28th September 2020. The Company's equity shares are not listed. However due to the listing of the aforesaid Govt guaranteed Bonds with BSE, the Company becomes a 'listed entity' in terms of Section 2(1)(b) of SEBI (LODR) 2015 read with Section 2(h)(i) of the Securities Contracts (Regulation) Act, 1956 [SCRA].

Regulation 9 of the SEBI(LODR), 2015 requires every listed entity to formulate a policy for preservation of documents / records, approved by its Board of Directors, classifying them in at least two categories i.e. (a) documents whose preservation shall be permanent in nature; and (b) documents with preservation period of not less than eight years after completion of the relevant transactions. The listed entity may keep such documents in electronic mode.

Accordingly, the Policy is framed in line with the existing provisions of SEBI (LODR), 2015. Any future changes in the SEBI (LODR), 2015 will, ipso facto, apply to this Policy. The Policy has been framed with the approval of the Board of Directors of the Company in their meeting held on 11th February, 2021.

2.0 EFFECTIVE DATE

The Policy shall be effective from 11th February, 2021. (Date of Board Meeting in which approval is granted)

3.0 PRESERVATION OF DOCUMENTS:

This Policy sets the standards for preservation of documents of the Company, broadly classified in the following categories, which may be preserved, in physical and/or electronic mode.

(i) CATEGORY A- DOCUMENTS WHOSE PRESERVATION SHALL BE PERMANENT IN NATURE

The following documents shall be maintained and preserved permanently by the Company. All modifications, amendments, additions, deletions to the said documents shall also be preserved permanently by the Company.

- (a) Annual Report, Directors Report, Auditors Report, Secretarial Report, Register & Index of Members.
- (b) Minute books, Notices, Agenda items and other related papers of Board Meetings, Board Committee Meetings and General Meetings of

members/shareholders.

- (c) All documents required to be maintained under SEBI(LODR), 2015.
- (d) Documents pertaining/submitted to NSDL, CDSL, SEBI and Stock Exchange(s).
- (e) All e-forms and other documents as required to file with Registrar of Companies and other Regulatory Authorities.
- (f) Register of all Contracts and Arrangement with Related Party.
- (g) Register of contracts with related party and contracts and Bodies etc. in which directors are interested.
- (h) Register of Creation/Modification/Satisfaction of Charges.
- (i) Documents related to incorporation of the Company, Memorandum of Association, Articles of Association, Common Seal, Share Certificates and its registers, adopted policies, codes and other related documents.
- (j) Register of Loans, Guarantees & Securities, Register of Investments.
- (k) Orders and approvals, licenses of all Regulatory Authorities.
- (l) Disclosures/Declarations as required under Companies Act, 2013, SEBI (LODR), 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and other such regulation as may be required.
- (m) News Paper Publications pertaining to the information given to the shareholders.
- (n) Any other document, certificates, statutory registers (Register of Directors and KMPs with their shareholding, Register of Charges, Register of Loans, guarantee security & acquisition made by the company, Seal Book, Register of Investments not held in its own name by the Company etc) that may be required to be preserved permanently in terms of the Companies Act, 2013 and/or SEBI Regulations.

(ii) CATEGORY B- DOCUMENTS TO BE PRESERVED FOR NOT LESS THAN EIGHT YEARS AFTER COMPLETION OF THE RELEVANT TRANSACTION

The following documents / records shall be maintained and preserved for a term not less than eight years after completion of the relevant transactions. All modifications, amendments, additions, deletions to the said documents shall also be preserved for a term not less than eight years.

- (a) Books of Accounts, Ledgers & Vouchers, Journal Entry support data, Investment records, Tax deducted at source records, Income tax papers, Service tax papers, documents relating to assessment of the Company

under Direct and Indirect Taxes and Bank Statements and other related documents. The above documents shall be kept in good and proper physical condition at least for a period of eight Financial Years beginning with the year to which they relate to.

Wherever any enquiry has been initiated or legal proceedings with respect to any taxation issue is under process, in such cases all related documents pertaining to the subject issue shall be preserved in proper manner till such time the matter is finally concluded.

This excludes records to be kept permanent with reference to Accounting and Payment Rules & Regulations in connection with services of employees and others which are having statutory period of preservation.

- (b) Annual Returns (copies of all certificates and documents required to be annexed thereto) as per Companies Act, 2013.
- (c) Register of debenture holders.
- (d) Register of Deposits.
- (e) Instrument of creation of Charge and modification thereof
- (f) Disclosure of interest received from the Directors
- (g) 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 Regulations.

(iii) CATEGORY C- GENERAL

In addition to the documents / records mentioned in Category 'A' and 'B' above, other documents, certificates, forms, statutory registers, records, etc. which are required to be mandatorily maintained and preserved in pursuance of the applicable laws / statutes shall be preserved for a stipulated period of time as per the existing Rules/ Procedures/ Practices of the Company or Official records like Employees data etc in accordance with the Establishment Manual / Administrative Manual / Manual of Office Procedures of Govt of India or as per the applicable Statutory/ Regulatory provisions in this regard.

Notwithstanding anything contained in this policy, in case of any directions from any Statutory Authorities, Tribunals, Tax Authorities, registrar of Companies, Court of Laws, Regulatory Body etc. by an order in writing to preserve any specific document for a period beyond the specified period under this policy, the concerned unit / branch of the Company would be responsible to preserve such documents for such period.

(iv) ROLE OF REGISTRAR AND TRANSFER AGENT (RTA)

The Registrar and Transfer Agent of the Company shall ensure that the correct procedures are followed for maintenance of the Listing 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.

The Company Secretary shall verify the Listing Records annually by visiting Registrar and Transfer Agent's office and checking the records maintained by them.

(v) DESTRUCTION OF DOCUMENTS

- A)** After the expiry of the preservation period specified, such documents which are no longer required may be destroyed after obtaining prior approval of Chairman & Managing Director of the Company. The records of the documents destroyed shall be maintained by the concerned unit / branch and shall be produced whenever required by the concerned authority/auditors.
- B)** In case any specific procedure is prescribed under applicable Act/Rule/Regulation for destruction of the documents, the same shall be followed by the Company.
- C)** Where the Company has been served with any Notice requisitioning documents from any of the Statutory Authorities or any Litigation is commenced by or against the Company, before destruction of any document / record all such cases the destruction of the related documents shall be suspended till the time the matter is settled or resolved or disposed off finally.

(vi) ARCHIVAL POLICY

The policy applies to documents/information hosted on the website of the company including events/information required to be disclosed on website under SEBI Regulations. The disclosure of material events shall be hosted and retained on the Company's website for a minimum period of 5(five) years. Thereafter depending upon the nature, materiality, impact and relevance of the material event/information, the disclosure of such event:

- a) can continue to remain on the Company's website for a longer period of time on the advice of Company Secretary
- b) can be removed from the website or
- c) can be archived.

(vii) PERSON RESPONSIBLE

The Company Secretary and all respective Unit Heads at Corporate Office or field units shall be responsible for ensuring compliance under this Policy.

(viii) AMENDMENT TO THE POLICY

The Policy facilitates preservation and disposal of “documents / records” as required under various acts, rules, regulations, guidelines, etc. applicable to the company. In case of any modification / amendment / re-enactment of any existing acts, rules, regulations, guidelines, etc. or an enactment of any new act, rules, regulations, guidelines, etc., which are inconsistent with this policy, then such modified / amended / reenacted provision or new provisions shall prevail over the policy.

The CMD of the company is authorized to amend this Policy to be consistent with the prevailing provisions of Acts, rules, guidelines, regulations and in accordance with administrative / business requirements of the Company, which shall be placed before the Board for information.

(ix) DISCLOSURE ON WEBSITE

The policy shall come into effect from 11th February, 2021. (Date of Board Meeting). A copy of the policy including amendments thereto shall be hosted on the website of the Company.

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