

# ARCHIVAL POLICY

## 1. PREAMBLE:

The Securities and Exchange Board of India (SEBI), vide its Notification dated September 2, 2015, has issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as “**the Regulations**” or “**the Listing Regulations**”) to be effective from December 1, 2015.

Pursuant to **Regulation 30 of the Listing Regulations** read with Circular No. CIR/CFD/CMD/4/2015 issued by SEBI on ‘Continuous Disclosure Requirements for Listed Entities’, dated September 9, 2015, a listed entity is required to make disclosure of material events specified under Para A / Para B of Part A of Schedule III of the Regulations and such disclosure(s) shall be hosted on the website of the listed entity for a minimum period of five (5) years and thereafter as per the archival policy of the listed entity, as disclosed on its website.

## 2. SCOPE:

For ensuring the compliance with the aforementioned Regulations, this Policy is framed to govern the timely and adequate disclosure and archival of such events / information / documents, including those which are maintained in electronic form, submitted to the stock exchange(s) and which have been disclosed on the website of the Company.

Any other information / contents / events disclosed / hosted on the website of the Company shall be out of purview of this Policy.

## 3. APPROVAL:

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

## 4. EFFECTIVE DATE:

This Policy is effective from December 1, 2015.

## 5. DEFINITIONS:

5.1 “**Act**” means the Securities and Exchange Board of India Act, 1992, including any amendment or modification thereof.

5.2 “**Regulations**” or “**Listing Regulations**” shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

- 5.3 **“Company”** means Bharat Bijlee Limited.
- 5.4 **“Board of Directors”** or **“Board”** means the Board of Directors of Bharat Bijlee Limited, as constituted from time to time.
- 5.5 **“Policy”** or **“this Policy”** means Archival Policy of the Company.
- 5.6 **“Website”** means website of the Company, i.e., www.bharatbijlee.com.
- 5.7 **“Material Events”** means events as specified in Para A / Para B of Part A of Schedule III (attached as Annexure I) to the Listing Regulations and upon the occurrence of which Company shall make disclosure(s) to stock exchange(s) and host such disclosures on the Company’s website.
- 5.8 **“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.

## 6. **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;
- All other applicable laws for the time being in force.

## 7. **PROCEDURE:**

- 7.1 Any disclosure(s) of events or information made by the Company to the stock exchange(s) under Regulation 30 of the Listing Regulations shall be hosted on the website of the Company for a period of five (5) years. (Refer **‘Annexure I’**)
- 7.2 The period of five (5) years shall be reckoned from the date of such events / information being placed on the website of the Company for the first time.
- 7.3 All disclosed events / information on the Company’s website, which are over five (5) years from the date of its disclosure, will be moved / transferred to Archived Section under the respective tabs / heads / sub-heads and shall be kept in the Archived Section till such time as may be required by the applicable law(s) prevailing at that time and / or till the time such events / information are resolved or closed, whichever is later.
- 7.4 The contents of the Archived Section shall only be accessible to Company Secretary / Compliance Officer of the Company.

- 7.5 The archived documents shall not be removed or destroyed or deleted from the website without the prior documented / written approval by Company Secretary / Compliance Officer of the Company.
- 7.6 Anyone intending to review the information disclosed under Archived Section may write to the Company Secretary / Compliance Officer of the Company.
- 7.7 All disclosures hosted on the website of the Company and thereafter under Archived Section, shall be preserved in a non-editable format.

## **8. RESPONSIBILITY OF ARCHIVAL OF WEBSITE INFORMATION:**

- 8.1 It is responsibility of Secretarial and Legal Department of the Company headed by the Company Secretary / Compliance Officer of the Company to maintain the Archival information on the website of the Company.
- 8.2 Back-up of the website contents should be taken periodically, as may be directed by the Company Secretary / Compliance Officer of the Company from time-to-time and preserved separately on the network drive.
- 8.3 Regular retrieval and checks should be carried out by Secretarial and Legal Department to verify the website contents backed up.

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

This Policy shall be placed on the website of the Company.

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

This Policy is subject to review from time to time. Further, 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.

**For Bharat Bijlee Limited**

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

Place: Mumbai  
Date December 1, 2015

**ANNEXURE I**

Sr. No.	Material Event
<b>Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):</b>	
1	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.
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> <ul style="list-style-type: none"> <li>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;</li> <li>b. any cancellation of dividend with reasons thereof;</li> <li>c. the decision on buyback of securities;</li> <li>d. the decision with respect to fund raising proposed to be undertaken;</li> <li>e. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;</li> <li>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;</li> <li>g. short particulars of any other alterations of capital, including calls;</li> <li>h. financial results;</li> <li>i. decision on voluntary delisting by the listed entity from stock exchange(s).</li> </ul>
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	Proceedings of Annual and extraordinary general meetings of the listed entity.
13	Amendments to memorandum and articles of association of listed entity, in brief.
14	Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.

<b>Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30):</b>	
15	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
16	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.
17	Capacity addition or product launch.
18	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
19	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.
20	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.
21	Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
22	Litigation(s) / dispute(s) / regulatory action(s) with impact.
23	Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
24	Options to purchase securities including any ESOP/ESPS Scheme.
25	Giving of guarantees or indemnity or becoming a surety for any third party.
26	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
27	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.
28	Items under Regulation 62

**For Bharat Bijlee Limited**

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

Place: Mumbai  
Date December 1, 2015