

**MAHANAGAR TELEPHONE NIGAM LIMITED**  
(A Govt. of India Enterprise)

**PRESERVATION OF DOCUMENTS REQUIRED TO BE MAINTAINED UNDER SEBI (LODR), 2015 & ARCHIVAL POLICY OF INFORMATION HOSTED ON THE WEBSITE OF MTNL**

[Pursuant to Regulation 9 and 30(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**1. PREFACE AND OBJECTIVE**

Mahanagar Telephone Nigam Limited (“MTNL” or “Company”), being a listed entity, is obligated to frame a policy for preservation of documents in terms of Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI(LODR),2015]. As per Regulation 9 of SEBI(LODR), 2015 the listed entity shall have a policy for preservation of documents, 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.

In accordance with the above Regulation 9, the Company has framed a Policy for Preservation of Documents, 2016 (hereinafter the “Policy”). 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 approved by the Board of Directors in its meeting held on 30<sup>th</sup> May, 2016.

**2. EFFECTIVE DATE**

The Policy shall be effective from 30<sup>th</sup> May, 2016 (date of Board Meeting in which approval is granted)

**3. DOCUMENTS TO BE PRESERVED**

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 Meeting, Board Committee Meetings and General Meeting 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.
- (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 and Contracts and Bodies etc. in which Directors are interested.
- (g) Register of Creation/Modification/Satisfaction of Charges.
- (h) Memorandum of Association, Article of Association, Common Seal, Share Certificates, adopted policies, codes and other related documents.
- (i) Orders and approvals of all Regulatory Authorities.
- (j) 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.
- (k) News Paper Publications pertaining to the information given to the shareholders.
- (l) Any other document, certificates, statutory registers (Register of Directors and KMPs with their shareholding, 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 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 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.

However, wherever any enquiry has been initiated or legal proceedings with respect to taxation issues is under process, then in such cases all related documents pertaining to the subject issue are to 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) 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 mentioned in Category 'A' and 'B' above, other documents, certificates, forms, statutory registers, records, etc. which are required to be mandatorily maintained and preserved shall be preserved for a stipulated period of time as per the existing Rules/ Procedures/ Practices of the Company 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, etc. by an order in writing to preserve any specific document for a period beyond the specified period under this policy, then the concerned department of MTNL would be bound to preserve such documents for such period beyond the specified period till the matter is finally concluded.*

### **4. 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.

### **5. DESTRUCTION OF DOCUMENTS**

- A)** After the expiry of the preservation period specified, such documents which are no longer required may be destroyed by the concerned department after obtaining prior approval of Chairman & Managing Director of the Company. The records of the documents destroyed shall be maintained by the concerned department 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, in such cases the destruction of the related documents shall be suspended till such time the matter is settled or resolved or disposed off finally.

### **6. 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.

#### **7. PERSON RESPONSIBLE**

The Company Secretary shall be responsible for ensuring compliance under this Policy.

#### **8. 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 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.

#### **9. DISCLOSURE ON WEBSITE**

The policy shall come into effect from 30<sup>th</sup> May, 2016 (date of Board Meeting). A copy of the policy including amendments thereto shall be hosted on the website of the Company.