

Policy on Preservation and Archival of Documents

Version 1.2

Revision History

Version No.	Date	Prepared By / Modified By	Overview of Changes	Approved By
1.0	January 20, 2016	Sneha Padve	Original Policy	Board of Directors
1.1	March 26, 2019	Sneha Padve	Change of Company Name	Board of Directors
1.2	February 6, 2021	Sneha Padve	Renamed the Policy and benchmarked the same with good practices of other companies	Board of Directors

1. Introduction

The corporate records of Birlasoft Limited (“the Company”) are an important asset. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, [“the SEBI (LODR) Regulations, 2015”] requires the Company to have a policy for Preservation of Documents (“Policy”). Under these Regulations, the Company has a strategic objective of ensuring that significant documents are safeguarded and preserved to ensure longevity of priority documents including its electronic resources.

This 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. This Policy would contain guidelines on documents that need to be maintained, how long certain documents should be retained, how the documents should be accessed and retrieved when they are needed and how and when those documents should be disposed of, if no longer needed.

This Policy is also for the purpose of aiding employees of the Company in understanding their obligations in preserving the documents and records which are required to be maintained as per the applicable statutory and regulatory requirements.

Further, in pursuance of the SEBI (LODR) Regulations, 2015, the Company is required to disclose on its website all such events or information which has been disclosed to the stock exchanges where the securities of the Company are listed (“Stock Exchanges”) under Regulation 30 of the SEBI (LODR) Regulations, 2015. Further, such disclosures shall be hosted on the website of the Company for a minimum period of 5 years and thereafter as per the archival policy of the Company, as disclosed on its website. Accordingly, this Policy also outlines the manner in which documents posted on the website of the Company shall be archived.

2. Definitions

- a) In this Policy unless the context otherwise requires:
 - i. **“Act”** means the Companies Act, 2013, and rules issued thereunder.
 - ii. **“Applicable Law”** means all laws, by-laws, rules, regulations, orders, ordinances, protocols, codes, guidelines, policies, notices, directions, judgments, decrees or other requirements or official directive of any governmental authority or person acting under the authority of any Governmental Authority and/or of any statutory authority in India.
 - iii. **“Authorised Person”** means any person identified by the Department Head for complying with this Policy in connection with the documents handled by him/her.
 - iv. **“Board”** means the Board of Directors of the Company.
 - v. **“Company”** means Birlasoft Limited.
 - vi. **“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.
 - vii. **“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 any Applicable Law for the time being in force or otherwise, maintained on paper or in Electronic Form and does not include multiple or identical copies.

- viii. **“Electronic Record(s)”** means the electronic record as defined under clause (t) of sub-section (1) of section 2 of the Information Technology Act, 2000.
 - ix. **“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.
 - x. **“Policy”** means this Policy on Preservation and Archival of Documents.
 - xi. **“Preservation”** means to keep in good order and to prevent from being altered, damaged or destroyed.
 - xii. **“SEBI (LODR) Regulations, 2015”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- b) Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Act and the SEBI (LODR) Regulations, 2015, as may be amended from time to time, shall have the meaning respectively assigned to them therein.

3. Classification of Documents to be preserved/retained

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

- a) Where a period is prescribed for preservation of a Document 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 in general, a Document may be preserved for a period of 3/5 years from the date on which the Document was originated.
- d) An indicative list of the Documents and the timeframe of their preservation is provided in **Annexure I**.

4. Modes of Preservation

- a) The Documents may be preserved in:
 - i. Physical form; or
 - ii. Electronic form.
- b) 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.

- c) 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 who are in the permanent employment of the Company are responsible for considering the potential impact on preservation of the documents in their work area and their decision to retain/preserve or destroy documents pertaining to their work area. Such policy bestowing responsibility on the Company's employees would immensely help company's litigation preparedness tool helping the Company's internal and external 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 left the Company, 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 to the Person who joins or takes charge in his place. However, the Board may authorise such other person(s) as it may deem fit as the Authorised Person.

6. Destruction of documents

- a) Destruction of Documents, as a normal administrative practice, usually occurs when the records are duplicated, becomes redundant, or created 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 Department Head or any other authority (i.e. Managing Director/Chief Financial Officer) as required under the Applicable Law pursuant to which the Documents have been preserved. The categories of Documents, which may be destroyed as normal administrative 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.
- e) The documents may be destroyed in any of the following manner:
 - i. Recycle Non-confidential paper records;
 - ii. Shred or otherwise render unreadable confidential paper records; and
 - iii. Permanently delete or destroy electronically stored data.

7. Suspension of record disposal in the event of litigation or claims

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 the Company or commencement of any litigation against the Company, then all Authorized Persons responsible for handling any document(s) which may be connected with the investigation or litigation shall be informed by person in charge of handling of investigation or litigation etc., and thereafter any further disposal of related documents shall be suspended until further instructions.

8. Archival of documents posted on website

All the disclosures made by the Company to the Stock Exchanges under Regulation 30 of the SEBI (LODR) Regulations, 2015, shall be hosted on the website of the Company for a minimum period of 5 years. Thereafter, such disclosures shall be kept in the archives of the Company for a period of 2 years. In case the aforesaid disclosures are required by any applicable law or regulation to be hosted for a period longer than that mentioned above, such disclosures shall be hosted on the website of the Company for such longer period.

9. Review and amendment of the Policy

The management of the Company may review this Policy periodically and recommend amendments therein to the Board. The Managing Director and Chief Financial Officer may also review the Policy to comply with any local, state and central legislations that may be promulgated from time to time.

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.

Annexure I

1. Accounting and Finance records including Annual Financial statements

Record Type	Document Type
Books of Accounts and all associated documents	8 Years
Annual Audit Reports and Financial Statements	Permanent
Annual Plans and Budgets	5 Years

2. Tax Records

Record Type	Document Type
Income Tax Records & Returns	Permanent or 8 years, depending on the type of record and law
Excise Tax Records & Returns	Permanent or 8 years, depending on the type of record and law
Professional Tax Records & Returns	Permanent or 8 years, depending on the type of record and law
Property Tax Records & Returns	Permanent or 8 years, depending on the type of record and law
Sales Tax/VAT Records & Returns	Permanent or 8 years, depending on the type of record and law
Service Tax Records & Returns	Permanent or 8 years, depending on the type of record and law
TDS Records & Returns	Permanent or 8 years, depending on the type of record and law
Goods and Services Tax Records & Returns	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.)	Permanent
Licence and Permits, Industrial entrepreneurial Memorandum, and other statutory approvals	Permanent
Books and Documents relating to the issue of share certificates, including the blank forms of share certificates, transfer deeds	Permanent
Annual Returns	Permanent
Statutory Registers and minutes book	Permanent
All notices pertaining to disclosure of interest of directors	As required by Applicable Law

Documents related to claim of shareholders with respect to IEPF	As required by Applicable Law
Notice, Agenda/video recordings including notes thereto of the Board/Committee meetings	As required by Applicable Law

4. Property Records

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

5. Payroll, Personal & HR records

Record Type	Document Type
Employee KYCs	3 years after employees leaves or as per Company HR Policy
Payroll Registers (Gross and Net)	As required by Applicable Law
Time Cards/Sheets/leave records/other establishment records	As required by Applicable 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. Correspondence with Stock Exchanges, SEBI, Public Announcements, Website disclosures etc.

Record Type	Document Type
Stock Exchange, SEBI, Registrar of Companies, representations etc	5 years
Disclosures on website	5 years to be displayed on website and thereafter 3 years to be preserved in soft copy form

Note: The above list of records is inclusive in nature and should be read in context with applicable laws.

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.; and
7. routine statistical and progress reports compiled and duplicated in other reports.

Annexure III

The format of the register of Documents disposed/destroyed

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

birlasoft

Birlasoft Limited

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