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POLICY FOR PRESERVATION, RETENTION, ARCHIVAL & DISPOSAL OF DOCUMENTS

{Pursuant to Regulation 9 of Chapter III of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 & Companies Act, 2013}

Policy on Preservation, Retention, Archival & Disposal of Documents

1. Purpose and Scope

SEBI vide notification no. SEBI/LAD- NRO/GN/2015/013 dated 2nd September, 2015 have introduced the Listing Regulations vide SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. As per Regulation 9 of Chapter III of the Regulations, the Company is required to formulate a policy for determination of preservation, retention & disposal of documents to be disclosed to Stock Exchange which will be effective from the ninetieth day from the date of publication in the Official Gazette.

The policy is intended to define BTFL's preservation of documents responsibilities and to provide guidance to the executives and staff working in BTFL in making decisions and undertaking other activities that may have an impact on the operations of the Company.

The documents should be classified in atleast two categories, namely

- (a) documents whose preservation shall be permanent in nature;
- (b) documents with preservation period of not less than eight years after completion of the relevant transactions.

Accordingly, the Policy is framed in the manner prescribed in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. Definitions

“Board of Directors or Board” means the Board of Directors of Bengal Tea & Fabrics Limited, as constituted from time to time.

“Policy” means Policy on preservation, retention, archival & disposal of documents.

“LODR” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Record” means a documentary evidence of past events or transactions.

“Document” as per Section 2 (36) of the Companies Act, 2013 includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form



“Preservation” means to keep in good order; to prevent from being damaged or destroyed.

“Register” means documents and records required to be maintained under

- a. Companies Act, 2013 and Rules thereunder
- b. SEBI regulations
- c. Secretarial Standards
- d. Any other law for the time being in force

“Electronic record” means the electronic record as defined under clause (t) of subsection (1) of section 2 of the Information Technology Act, 2000

“Books of accounts” As per Section 2 (13) of the Companies Act, 2013 “books of account” includes records maintained in respect of—

- (i) all sums of money received and expended by a company and matters in relation to which the receipts and expenditure take place;
- (ii) all sales and purchases of goods and services by the company;
- (iii) the assets and liabilities of the company; and
- (iv) the items of cost as may be prescribed under section 148 .

All the Words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the SEBI’s LODR, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder, as amended from time to time.

3. Principle of Responsibility for Preservation of Documents

Each Head of Department shall identify and at all times maintain a schedule of temporary and retained documents and supervise the preservation of the documents in their work area and to retain/preserve or destroy documents pertaining to their respective departments. All the Employees in 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.

Electronic versions of records of all departments are to be maintained within the Company’s centralized electronic record software database.

4. Administration

The Record Retention Schedule approved by the Board of Directors for initial maintenance, retention and disposal schedule for physical records

i) as required under The Companies Act, 2013 are as given in the annexures.

ii) Income Tax, Sales Tax, Central Excise and Service Tax related documents, i.e., Assessment Orders, Tax Bills, Receipts, Statements, Returns, Notices, etc. shall be preserved for a period of 8 years as required under the applicable laws.

iii) Following documents & records should be preserved as required under the applicable laws:

- a) Annual Audit Reports and Financial Statements (including schedules)
- b) Land documents - sale / purchase deeds, Property Deeds, Assessments, Licenses, Rights of Way
- c) Tax-Exemption Documents and related correspondence

- d) Annual Information Returns – State and Central
- e) Tribunal & Court Rulings
- f) Corporate Records (certificate of incorporation, commencement of business, listing agreement, common seal, minutes book of board and committees thereof, annual reports originals)
- g) Licence and Permits, Industrial entrepreneurial Memorandum, and other statutory approvals
- h) FEMA/ RBI related documents and filings
- i) Trademarks, Copyrights, Licenses, etc.
- j) HR Records

5. 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 BTFL 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 determines. The Top Management in such case shall inform all the employee of the need to retain the documents and suspension of disposal of the same.

6. Web page files

- i) All such events / information hosted on the Company's website shall be retained for a period of 5 years as specified in SEBI's LODR Regulations, 2015.
- ii) After the initial period of 5 years, documents / information (except documents of permanent nature) shall be archived by the respective department for a further period of 3 years.
- ii) Documents of permanent nature, uploaded on the Company's website, shall be archived by the respective Department.

7. E-mail Policies

All electronic communication systems as well as all communications and stored information transmitted, received, or contained on the Company's information systems are the property of the Company. Employees using this equipment for personal purposes do so at their own risk. Employees have no expectation of privacy in connection with the transmission, receipt, or storage of information using the Company's equipment.

Employees should avoid using Company e-mail for personal purposes. Personal e-mails should be deleted as soon as possible.

E-mails relating to audit work papers and financial controls should be retained by the respective department heads and periodically disposed off as per their specific requirements.

8. Disposal of Records

Physical records disposed of pursuant to the retention periods specified in the Document Retention Schedule shall be disposed of. Each Department shall adopt appropriate procedures to permanently dispose of any non-paper physical records, such as photographs or audio/video recordings. In the event that it is necessary to manually dispose of an electronic record, then each Department shall use the "permanent delete" function to permanently dispose of electronic records.



9. Periodical Review of the Policy by Top Management

The policy would be reviewed periodically by the Top Management and amendments effected subject to approval of the Board.

Adopted by the Board of Directors as on 7th November, 2015.

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ANNEXURE- A**LIST OF DOCUMENTS TO BE PRESERVED PERMANENTLY AS PER COMPANIES ACT, 2013**

Sl. No.	Section / Rules	Description of documents	Time up to which documents to be preserved
1	Section 186(9) and 12(1) of the Companies (Meetings of Board and its Powers) Rules, 2014	Register of loans, guarantee security and acquisition made by the company	Permanently
2	2 Section 187(3) and Rule14(1) of the Companies(Meetings of Board and its Powers) Rules, 2014	Register of investments not held in its own name by the company	Permanently
3	Section 189(1) and Rule16(1) of the Companies(Meetings of Board and its Powers) Rules, 2014	Register of contracts with related party and contracts in which directors are Interested	Permanently
4	Section 85 and Rule10(1) of the Companies(Registration of Charges) Rules, 2014	Register of charges	Permanently
5	Section 88 and Rule15(1) of the Companies(Management and Administration) Rules, 2014	Register of Members including an index of the names	Permanently
6	Section 88 and Rule15(1) of the Companies(Management and Administration) Rules, 2014	Foreign Register of Members	Permanently
7	Section 118 and Rule 25 of the Companies(Management and Administration) Rules, 2014	Minutes of General Meeting Minutes of Board or Committee Meetings	Preserved permanently
8	Section 46 and Rule 6(3) of the Companies (Share Capital and Debentures) Rules, 2014.	Register of Renewed and Duplicate Share Certificates	Preserved permanently
9	Section 46 and Rule 7 of the Companies (Share Capital and Debentures) Rules, 2014.	All books and documents relating to the issue of share certificates, including the blank forms of share certificates	Not less than thirty years and in case of disputed cases, shall be preserved permanently

ANNEXURE- B**LIST OF DOCUMENTS TO BE PRESERVED UNDER THE COMPANIES ACT, 2013**

Sl. No.	Section / Rules	Description of documents	Time up to which documents to be preserved
1	Section 128(5)	Books of Accounts including vouchers relevant to any entry in such books of account	Eight financial years preceding current financial year
2	Section 184 and Rule 9(3) of the Companies (Meetings of Board and its Powers) Rules, 2014	Disclosures/ Notices by a Director of his interest	For a period of eight years from the end of the financial year to which it relates
3	Section 73 and Rule 14(1) of the Companies (Acceptance of Deposits) Rules, 2014	Registers of Deposits	For a period of not less than eight years from the financial year in which the latest entry is made in the register
4	Section 85 and Rule 10(1) of the Companies (Registration of Charges) Rules, 2014	The instrument creating a charge or modification	For a period of eight years from the date of satisfaction of charge by the company
5	Section 88 and Rule 15(2) of the Companies (Management and Administration) Rules, 2014	Register of Debenture holders including an Index of the names	For a period of eight years from the date of redemption of debentures or securities, as
6	Section 88 and Rule 15(4) of the Companies (Management and Administration) Rules, 2014	Foreign Register of Debenture holders	For a period of eight years from the date of redemption of such debentures
7	Section 88 and Section 92 read with Rule 15(3) of the Companies (Management and Administration) Rules, 2014	Annual Return and copies of all certificates and documents required to be annexed thereto	For a period of eight years from the date of filing with the Registrar
8	Section 46 and Rule 7(3) of the Companies (Share Capital and Debentures) Rules, 2014	All certificates surrendered to a company shall immediately be defaced by stamping or printing the word "cancelled" in bold letters	May be destroyed after the expiry of three years from the date on which they are surrendered, under the authority of a resolution of the Board and in the presence of a person duly appointed by the Board in this behalf
9	Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014	Debenture Trust Deed	Preserved for such period as may be stipulated by the Board.

Annexure - C

Sr. No	Particulars of documents destroyed	Date and mode of destruction with the initials of Secretary or other authorised person

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