



NTL INDIA LTD



NTL INDIA LIMITED

ARCHIVAL POLICY

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1. INTRODUCTION

Regulation 30(8) of the Listing Regulations requires every listed company to formulate an Archival Policy for treatment of events /information disclosed to stock exchanges and hosted on the website of the Company.

Accordingly, the Board of Directors of NTL India Limited has formulated and adopted this Policy pursuant to the Listing Regulations in order to have a framework in place to ensure proper hosting of events and information disclosed to the Stock Exchanges pursuant to Regulation 30 of the Listing Regulations (collectively “**Disclosed Information**”)

2. PURPOSE & SCOPE

The purpose of this document is to formulate a policy for archival of the information's and events communicated to the stock exchanges and hosted on the website under Regulation 30 of the Listing Regulations, the Company shall disclose on its website all such events or information which has been disclosed to stock exchanges, and such disclosures shall be hosted and retained on the website of the Company for a minimum period of 5 (five) years and thereafter, as per this Policy. This Policy defines the time period for which material events likely to affect the working of the Company be disclosed on the Company's website after the lapse of the aforementioned minimum period of five years.

3. DEFINITIONS

- a. “**Company**” means NTL India Limited.
- b. “**Board of Directors**” or “**the Board**” means the Board of Directors of the Company, as constituted from time to time.
- c. “**Listing Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- d. “**Policy**” means this Archival Policy adopted by the Board on [●], and as amended from time to time.
- e. “**Material Events**” means events as specified in Schedule III to the Listing Regulations and upon the occurrence of which a listed entity shall make disclosures to stock exchange(s) and host such disclosures on the listed entity's website.

4. ARCHIVAL PROCESS

- a. All events and information identified as material as per Listing Regulations on disclosure of material events/ information and communicated to the stock exchanges, shall be hosted on the website of the Company for a minimum period of 5 (five) years and thereafter shall be archived. Subsequently, anyone intending to review archived information and events communicated to the stock exchanges may write to the company secretary and compliance officer of the Company.

- b. Depending upon the nature, materiality, impact and relevance of the material event, the disclosure of such material event can continue to remain hosted on the Company's website for a longer period of time as decided by the Board from time to time.
- c. Disclosed information after more than five years, shall be kept in the archives of the Company for a period of 3 (three) years. Anyone intending to review the disclosed archived information may write to compliance officer of the Company.
- d. In case the aforesaid disclosures are required by any applicable law or regulation or competent authority 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, as approved by the Board from time to time.

Material events for their continued disclosure on the Company's website

S N	Material Event
Events which shall be disclosed without any application of the guidelines for materiality (Materiality Policy) as specified in sub-regulation Regulation 30(4) of Listing Regulations	
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 sale of stake in associate company 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.	New rating(s) or revision in rating(s).
4.	Outcome of Meetings of the Board of Directors held to consider the following: <ol style="list-style-type: none"> 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; b. any cancellation of dividend with reasons thereof; c. the decision on buyback of securities; d. the decision with respect to fund raising proposed to be undertaken; e. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched; 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; g. short particulars of any other alterations of capital, including calls; h. financial results; i. decision on voluntary delisting by the listed entity from stock exchange(s).



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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.	<p>Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its subsidiary among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, shall be disclosed to the stock exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements:</p> <p>Provided however, such agreements entered into by the Company in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to impact the management or control of the Company or they are required to be disclosed in terms of the Listing Regulations.</p>
7.	Fraud/defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the listed entity, whether occurred within India or abroad.
8.	Change in directors, key managerial personnel (managing director, chief executive officer, chief financial officer, company secretary etc.), senior management, auditor and compliance officer.
9.	Appointment or discontinuation of share transfer agent.
10.	Resolution plan/ restructuring in relation to loans/borrowings from banks/financial institutions.
11.	One time settlement with a bank.
12.	Winding-up petition filed by any party / creditors.
13.	Issuance of notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
14.	Proceedings of annual and extraordinary general meetings of the listed entity.
15.	Amendments to memorandum and articles of association of listed entity, in brief.
16.	Schedule of analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.

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17.	The events listed in Clause 16 of Para A of Schedule III of Listing Regulations, in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code.
18.	Initiation of forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities.
19.	Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.
20.	Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following: (a) search or seizure; or(b) re-opening of accounts under section 130 of the Companies Act, 2013; or(c) investigation under the provisions of Chapter XIV of the Companies Act, 2013.
21.	Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:(a)suspension; (b) imposition of fine or penalty; (c) settlement of proceedings; (d) debarment; (e) disqualification; (f) closure of operations; (g) sanctions imposed; (h) warning or caution; or (i) any other similar action(s) by whatever name called.
22.	Voluntary revision of financial statements or the report of the Board of Directors of the listed entity under section 131 of the Companies Act, 2013.
Events which shall be disclosed upon application of the guidelines for materiality (Materiality Policy) referred Regulation 30(4) of Listing Regulations	
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2.	Any of the following events pertaining to the listed entity: (a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or (b) adoption of new line(s) of business; or (c) closure of operation of any unit, division or subsidiary (in entirety or in piecemeal).
3.	Capacity addition or product launch.
4.	Awarding, bagging/ receiving, amendment or termination of awarded/ bagged orders/contracts not in the normal course of business.

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5.	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.
6.	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.
7.	Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
8.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity.
9.	Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
10.	Options to purchase securities including any ESOP/ESPS Scheme.
11.	Giving of guarantees or indemnity or becoming a surety for any third party.
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.
14.	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.

The Board at its discretion may increase or decrease the time period for continued disclosure of any of the material events.

5. REVIEW OF THE WEBSITE CONTENT

The website of the Company shall be periodically reviewed in order to ensure updation as per regulations amended from time to time.

6. AMENDMENT

Any change in the Policy shall be approved by the Board of the Company. The Board shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

In case any provisions of the Policy are contrary to or inconsistent with the provisions of the Companies Act, 2013, rules framed thereunder and Listing Regulations (“Statutory Provisions”)

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the provisions of Statutory Provisions shall prevail over the Policy to that extent and the Policy shall be deemed to have been amended so as to be read in consonance with the Statutory Provisions.

As this Policy is pursuant to the applicable laws, if any change to applicable laws or interpretation thereof necessitates any change to the Policy, this Policy shall be read so as to accommodate the changes.

7. OFFICER RESPONSIBLE

The Company Secretary and Compliance Officer of the Company shall be responsible for ensuring overall compliance of the policy.

8. DISCLOSURE

This Policy will be disclosed on the Company's website.