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**POLICY ON PRESERVATION OF DOCUMENTS AND ARCHIVAL POLICY**  
**FOR**  
**THE PHOENIX MILLS LIMITED**

<b>Name of Document</b>	Policy on Preservation of Documents and Archival Policy
<b>Version</b>	3.0
<b>Issuing Authority</b>	Board of Directors
<b>Owner</b>	Corporate Secretarial Department
<b>Last amended on</b>	8 <sup>th</sup> August, 2023



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### 1. PREAMBLE

As per Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall frame a policy for Preservation of Documents / records maintained by the Company either in Physical Mode or Electronic Mode which shall be duly approved by its board of directors.

In accordance with the regulatory requirements, the Board in its meeting held on February 10, 2016, has approved a policy in the name of 'The Phoenix Mills Policy for Preservation of Documents, 2016 (hereinafter referred to as 'The Policy'). The Policy is aimed at providing guidelines to the management of the Company for maintenance and preservation of documents as per applicable statutory and regulatory requirements. The Policy shall come into effect from the date of its adoption by the Board of Directors of the Phoenix Mills Limited.

The policy on preservation of documents and archival policy was amended on August 08, 2023 to be immediately effective.

### 2. OBJECTIVE

The main objective of the policy is to ensure that all necessary documents and records of the Company are adequately protected and preserved as per statutory requirements of applicable laws, and to ensure that the records of the Company which are no longer needed or are of no value are discarded after following the due process for discarding the same.

### 3. SCOPE

This policy shall govern the procedure of preservation of all documents and records maintained by the Company in physical form or electronically as required to be maintained under statutory and regulatory requirements viz., the Companies Act 2013, and rules issued thereunder, the secretarial standards, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable regulations under the Security Exchange Board of India Act 1992 and amendments thereto (hereinafter referred as "Act/Regulations").

### 4. DEFINITIONS

"Act" shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.

"Board of Directors" or "Board" means the Board of Directors of The Phoenix Mills Limited, as constituted from time to time.

"Company" means The Phoenix Mills Limited.



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**“Document”** means recording of information in any form including data in computer systems, created or retrieved and maintained by an organisation or person in the transaction of business or the conduct of affairs and kept as evidence of such activity and 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;

**“Electronic Form”** with reference to information means any contemporaneous electronic device such as computer, laptop, compact disc, floppy disc, space or 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.

**“Policy”** means this Policy, as amended from time to time.

**“Preservation”** means to keep in good order and to prevent from being altered, damaged or destroyed.

**“Regulations”** mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 any other applicable regulations under the Security Exchange Board of India Act 1992 and amendments thereto.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Regulations or any other applicable law or regulation to the extent applicable to the Company.

### **5. GUIDELINES FOR CLASSIFICATION OF DOCUMENTS FOR PRESERVATION**

As per Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall classify the documents and accordingly its preservation in at least following two categories:

- i. Documents whose preservation shall be permanent in nature
- ii. Documents with preservation period of not less than 8 years after completion of the relevant transaction

Accordingly, the Company has adopted the following classification for preservation of its documents:

- i. Documents that need to be preserved and retained permanently;
- ii. Documents that need to be preserved and retained for a period of 8 years as specified under the Companies Act, 2013 or Regulations;
- iii. Documents that need to be preserved and retained for such period as prescribed under any statute or regulation as applicable to the Company;



iv. Where there is no such requirement as per applicable law, then for such period as the document pertains to a matter which is “Current”.

**6. RESPONSIBILITY**

The departmental head concerned will be responsible for the maintenance, preservation and destruction of records pertaining to the respective Department.

**7. MODES OF PRESERVATION**

The documents may be preserved either in physical form or in electronic form.

The physical Documents preserved may be converted, whenever required or felt necessary, into Electronic Form and vice versa, with written approval of the respective Functional Head to ensure ease in maintenance of records and efficient utilization of space.

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.

An external agency can be used for the purpose of preserving Documents.

The preserved Documents shall be accessible at all reasonable times. Access may be controlled by the respective Functional Head, so as to ensure integrity of the Documents and prohibit unauthorized access.

An indicative list of the documents and the time-frame of their preservation is provided in **Annexure - A**.

**8. DESTRUCTION OF DOCUMENTS**

Records which no longer serve a useful purpose should be destroyed with the written approval of the respective Functional Head. Destruction as a normal administrative practice, can be usually carried out if Documents are duplicated, unimportant or for short term use only.

The modes of destruction of records can include methods like shredding, pulping, recycling etc. or any other mode for electronic records, such that it leaves no possibility for reconstruction of the records and information contained therein.

The Company shall maintain a register wherein it shall enter brief particulars of the documents destroyed and all entries made therein shall be authenticated by the Department Head for the purpose.



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### **9. REVIEW AND AMENDMENTS**

This Policy shall be reviewed at least once every 2 years.

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force. 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.

A copy of the updated policy shall be made available on the website of the Company.

### **10. SCOPE AND LIMITATION**

In any circumstance where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing and applicable to the Company, the same shall take precedence over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

### **11. ARCHIVAL POLICY**

The purpose of this Archival policy is to ensure that all documents/records/data which are required to be retained by the Company has been backed up appropriately and to safeguard against the loss of data that may occur due to hardware or software failure, physical disaster or human error.

The Network team of the Company shall be responsible for implementation of this policy and Information Security Team shall monitor the implementation. Backup and Retention of critical business data and applications shall be done periodically. Periodic restoration of backed up data shall be done to check for its availability, confidentiality & integrity. Backup team shall retain the backup tapes pertaining to the Company's Financial and accounting data, reports, Employee Data, HR data, etc. for atleast eight years and ensure secure disposal upon expiry of such retention period in compliance with laws applicable to the Company. The Information Security Team's Policy on Data backup, retention and disposal management, as amended from time to time, will govern the relevant activities hereunder.

Electronic Media which has overdue retention period, and which is no longer required for business purpose shall be disposed in secure manner such that data on it shall not be recoverable by any means.



**ANNEXURE A**

**Indicative list of Documents whose preservation shall be permanent in nature**

- Certificate of Incorporation;
- Memorandum and Articles of Association;
- Documents filed for incorporation;
- Register of Renewed and Duplicate Share Certificate;
- Register of Charges;
- Register of Members along with the index and Record of Beneficial Owners;
- Register of Loans, guarantee, security and Investments made by the Company;
- Register of investment not held in its own name by the Company;
- Register of Contract or arrangement in which director are interested;
- Register of Directors & Key Managerial Personnel
- Foreign Register of members
- Minutes of Board or Committee Meetings and resolution passed by circulations
- Minutes of the General Meetings of class of shareholders / creditors or resolutions passed by way of postal ballots;
- Minutes of all Meetings of a company which will be merged or amalgamated with Company
- Books and documents relating to the issue of share certificates including blank forms of share certificates;
- License, documents, approvals etc. received from any government or regulatory authority;
- Title deeds of properties;
- Intellectual property documents;
- Orders, Judgments of court or any adjudicating authority;
- Documents under Company's employee share-based incentive schemes.



**Indicative list of Documents to be preserved for not less than 8 years after completion of the relevant transaction(s)**

- Books of accounts and tax records viz. documents concerning tax assessment, tax filings, tax returns, proof of deductions, appeal preferred against any claim made by the relevant tax authorities, shall be maintained for a period of 8 (eight) years from end of the relevant assessment year or till the disposal of the appeal against any demand by the highest authority, whichever is later;
- The instrument creating a charge or modification;
- Notice of interest by Directors and KMP;
- Register of Deposit;
- Register of debenture holders or any other security holder along with index of name;
- Register of Sweat Equity Shares, if any shall be preserved for a period of eight years.
- Register of Transfer & Transmission shall be preserved for a period of eight years.
- Register of Employee Stock Option shall be preserved for a period of eight years
- Register of Security Buy Back, if any shall be preserved for a period of eight years
- Annual Return and copies of all certificates and documents required to be annexed thereto as per the Companies Act, 2013;
- Attendance registers, notices, scrutinizer's report, agenda, notes to agenda and other related papers of general meetings, board meetings and various committee meetings;
- Office copies of notices, agenda, scrutinizer's report, notes on agenda and other related papers of general meetings, board meetings and various committee meetings of the transferor company as handed over;
- Structure Digital Database as per SEBI (Prohibition of Insider Trading) Regulations, 2015 after completion of the relevant transactions and in the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings;



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### Indicative list of Documents to be preserved for less than 8 years after completion of the relevant transaction(s)

- Information collected at time of resignation of Designated person, including updated address and contact details in lines with SEBI (Prohibition of Insider Trading) Regulations, 2015 for a minimum period of five years;
- Disclosures made under Regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015 for a minimum period of 5 years ;
- All certificates surrendered to a company shall immediately be defaced by stamping or printing the word "cancelled" in bold letters to be kept for at least 3 years;
- Tape recording(s) or other electronic recording mechanism used for Board/committees/shareholders meetings held through video - conferencing or audio - visual means at least up to the time of completion of audit of that particular year;
- Save as otherwise stated in the Archival Policy, Documents, disclosures, newspaper advertisement or publications and press release under Listing Regulations;
- All contracts, agreements, letters related to appointment of directors, managerial personnel's, auditors etc. and/ or such other statutory office as referred in Act/ Regulations;

Any questions and clarifications relating to this Policy should be addressed to the Company Secretary at [secretarial@phoenixmills.com](mailto:secretarial@phoenixmills.com)

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