

The Phoenix Mills Policy for Preservation of Documents 2016

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.

2. Objectives

The main objective of the policy is to determine preservation period for records/documents based on their reference value and legal requirements. The following aspects are considered while arriving at the preservation period:

- Company's own information retrieval needs (reference value)
- Statutory and regulatory requirements under respective statutes.
- Litigation requirements
- To ensure easy retrieval.
- To ensure that unwanted records do not occupy storage space.

3. 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.

“**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 on criteria for determining Materiality of events or information and as may be amended from time to time.

“**Regulations**” mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

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.

4. 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”.

5. Responsibility

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

6. Modes of Preservation

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

The documents shall be preserved at the location of the concerned department. If the location is other than the concerned department, the same should be documented and kept in a file for reference purpose in the respective department. In case of critical documents which need to be preserved for very long periods or permanently, the same shall be preserved in fire proof or other such secure cabinets.

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

7. Destruction of documents/records

The documents of the Company which are no longer required as per the time schedule prescribed in the **Annexure A** may be destroyed. 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.

8. Amendments

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.

9. Scope and Limitation

In the event of any conflict between the provisions of this Policy and the Act or Listing Regulations or any other statutory enactments or rules, the provisions of Listing Regulations / Act or statutory enactments, rules shall prevail 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.

ANNEXURE – A

Indicative List

A. PERMANENT PRESERVATION:

- a) Common Seal
- b) Minutes books of Board, General Meetings and Committee Meetings
- c) Statutory Registers
- d) License and Permissions
- e) Register of Members and
- f) Index of Members.

B. TEMPORARY PRESERVATION UPTO 8 YEARS:

- a) Statutory Forms and disclosures except for routine compliance,
- b) Annual Returns,
- c) Board Agenda and supporting documents,
- d) Attendance Register,
- e) Scrutinizers' Report
- f) Office copies of Notice of General Meeting and related papers,
- g) Office copies of Notice of Board Meeting / Committee Meeting, Notes on Agenda and other related papers,
- h) All notices pertaining to disclosure of interest of directors,
- i) Instrument creating a charge or modification,
- j) Books of accounts, financial statements etc. and
- k) Register of debenture holders or any other security holders.

C. OTHERS (As per the requirement of the Company)

As per applicable law