

VICEROY HOTELS LIMITED

POLICY ON PRESERVATION OF DOCUMENTS

[Pursuant to Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I BACKGROUND

SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“**Regulations**”) require every listed company to formulate a policy on Preservation of Documents which has to be approved by the Board of Directors.

In this context, the following policy has been framed by the Board of Directors (“**Board**”) of Viceroy Hotels Limited (“**Company**”) at its meeting held on 20th October, 2023 with the objective of classifying various documents, records and registers for the purpose of maintenance and preservation of the documents of the Company.

This Policy can be modified and/or amended with the approval of the Board of Directors only.

II OBJECTIVE OF THE POLICY

The objective of this Policy is to classify the documents, records and registers of the Company which are required:

- (a) to be preserved permanently; and
- (b) to be preserved for a period of not less than 8 (eight) years after completion of the relevant transactions.

III DEFINITIONS

“**Documents**” refers to papers, notes, agreements, notices, advertisement, requisitions, order, 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, the time being in or otherwise, maintained on paper or in electronic form received or kept in pursuance of the Act or under any other law for and does not include multiple or identical copies.

“**Preservation**” means maintenance of Documents, files and records in usable form in good order and to prevent them from being altered, damaged or destroyed.

IV CLASSIFICATION OF DOCUMENTS TO BE PRESERVED /RETAINED

The Company’s physical and electronic documents shall be classified for the purpose of preservation as follows:

1. Documents whose preservation shall be permanent in nature;
2. Documents whose preservation period shall not be less than eight years after completion of the relevant transactions;
3. Documents whose preservation shall be for a minimum period of three years after completion of the event.

The details of documents for the above three categories are given in the Annexure.

V PRINCIPLE OF RESPONSIBILITY OF EMPLOYEES FOR PRESERVATION OF DOCUMENTS

All the Employees in the permanent rolls of 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.

VI PERIODICAL REVIEW OF THE POLICY

The Managing Director / Chief Executive Officer of the Company is authorized to periodically review the policy and make such changes as considered necessary

**Adopted at the Board Meeting held on 20-Oct-2023 under the new management post Corporate Insolvency Resolution Process.*

VII MODE OF MAINTENANCE

The Company shall maintain these records either in physical or electronic mode. The applicable provisions of law, rules and regulations with regard to electronic maintenance of records shall be adhered to by the Company.

All the records shall be maintained as per the prescribed formats, if any, as amended from time to time under various rules and regulations.

VIII DISPOSAL AND DESTRUCTION OF RECORDS

After expiry of the statutory retention period, the preserved documents may be destroyed. Destruction of documents as a normal administrative practice shall be followed for the records which are duplicate/unimportant/irrelevant.

This applies to both physical and electronic documents. The documents may be destroyed as follows:

- (a) Recycle non-confidential paper records;
- (b) Shred or otherwise render unreadable confidential paper records; or
- (c) Delete or destroy electronically stored data.

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 Secretary or such other person as may be authorized by the Board for the purpose. Inspection of this register is restricted.

IX LIMITATION AND AMENDMENT

In the event of any conflict between the provisions of this Policy and of the Companies Act, 2013 (and the rules framed thereunder) or the Regulations or any other statutory enactments, rules, the provisions of such Act or Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Regulations, Companies Act, 2013 (and the rules framed thereunder) and/or applicable laws in this regard shall be deemed to be covered under this Policy.

X DISCLOSURE

This Policy will be communicated to all operational employees and other concerned persons of the Company and be disclosed on the Company's website.

ANNEXURE

A. Documents whose preservation shall be permanent in nature:

1. Property records including purchase and sale deeds, licenses, copyrights, patents & trademarks
2. Corporate Records including Certificate of Incorporation, Common Seal, Minutes of Board, Committee and Shareholders' Meetings, Register of Members and other Statutory Records
3. Personal files of all live employees
4. Any other record as may be decided by the Chief Executive Officer of the Company from time to time.

B. Documents whose preservation period shall not be less than eight years after completion of the relevant transactions (but need to be preserved in electronic form permanently):

1. Books of Accounts, Bank Statements and vouchers
2. Filings with Stock Exchanges, Registrar of Companies and other statutory authorities.
3. Payroll Records, Employee deduction authorizations, attendance records, employee medical records, leave records, Pension and retrial related Records, etc.
4. Corporate Social Responsibility Records
5. Sponsorship Projects Records
6. Correspondence and Internal Memoranda
7. Any other record as may be decided by the Chief Executive Officer of the Company from time to time.

C. Documents whose preservation shall be for a minimum period of three years after completion of the event (but need to be preserved in electronic form permanently):

1. Tender Documents
2. Lease Deeds and Contracts
3. Legal files
4. Insurance Records including policies and claims
5. All e-mail correspondence, internal & external
6. Documents under Secretarial Standards
 - 6.1 Proof of sending Notice of the meetings of the Board / Committee and General meetings and its delivery
 - 6.2 Proof of sending Agenda and Notes on Agenda and their delivery
 - 6.3 Proof of sending and delivery of the draft of the Resolution
 - 6.4 Proof of sending draft Minutes and its delivery
 - 6.5 Proof of sending signed Minutes and its delivery

Any other record as may be decided by the Chief Executive Officer of the Company from time to time.