

PRESERVATION OF BLANK STATIONERY & DOCUMENTS AND ARCHIVAL POLICY

I. PREAMBLE

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

SEBI circular dated April 20, 2018 has specified that the Company and Registrar and Share Transfer Agent (“RTA”) of the Company shall frame a written policy and shall maintain strict control of stationery including blank certificates, dividend/interest/redemption warrants. SEBI circular dated 20th April, 2018 has also specified that RTA shall maintain a register containing details of records and documents destroyed.

In this context, the following policy has been framed by the Board of Directors (“Board”) of Lemon Tree Hotels Limited at its meeting held on June 15, 2017 with the objective of classifying various documents, records and registers for the purpose of maintenance and preservation and further amended on May 29, 2019 so as to align the same with provisions of SEBI circular dated April 20, 2018.

II. OBJECTIVE

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

- (i) to be preserved permanently and
- (ii) to be preserved for a period not less than 8 years.
- (iii) Other documents which are preserved as per standards prescribed under various statutes or procedures or practices of the company.

This policy further stipulates guidelines for maintenance and destruction of documents, accounting and usage of blank stationery and stationery requiring destruction.

III. DEFINITIONS

“**Document(s)**” refers to papers, notes, agreements, notices, advertisements, 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 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.

“**Electronic Record(s)**” means the electronic record as defined under clause (t) of sub-section (1) of Section 2 of Information Technology Act, 2000.

“**Electronic Form**” means on any electronic device such as computer, laptop, compact disc, floppy disc, space on 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.

“Legal Hold” refers to a direction from Legal to preserve certain data held by employees or database. All retention periods under this policy shall be suspended with respect to the documents subject to Legal Hold and all documents subject to Legal Hold are to be preserved in strict accordance with Legal Hold Instruction and not altered, destroyed or deleted until Legal informs employees that the Legal Hold has ended.

“Maintenance” means keeping Documents either physically or in electronic form.

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

“Stationery” means and include Blank stationery viz., blank certificates (share, debenture or bond) and dividend, interest warrants and used stationery viz, returned undelivered certificates, cancelled or mutilated certificates, exchange certificates or certificates surrendered for redemption or exchange, dividend/interest warrants and en-cashed dividend/interest warrants.

IV. PRESERVATION OF DOCUMENTS

The company shall preserve all the documents as per the requirements and provisions of the Companies Act, 2013 and the rules made there under, the Secretarial Standards, the Listing Regulations, SOP of the Company in this regard, if any and any other law, rules, regulations as may be applicable to the Company from time to time.

Documents which are to be maintained permanently:

The Company shall maintain the following documents on a permanent basis:

- (i) The Original Signed and Stamped Memorandum of Association and the Articles of Association of the Company
- (ii) Minutes of General Meetings, Board Meetings and various Committee Meetings
- (iii) Register of Members along with Index
- (iv) Foreign Register of Members, if any
- (v) Register of loans, guarantee, security and acquisition made by the company
- (vi) Register of investments not held in its own name by the company, if any
- (vii) Register of contracts with related party and contracts and Bodies etc. in which directors are Interested
- (viii) Register of Charges
- (ix) Registers of Renewed and duplicate share certificates
- (x) Register of directors and KMP
- (xi) Intellectual Property Documents shall include, but shall not be limited to Copyrights, Trademarks, Patents, and Industrial Designs. Intellectual Property Rights Documents that are owned by the Company shall be retained by the Company permanently

Documents which are to be maintained for at least eight financial years:

- (i) Books of account together with the vouchers relevant to any entry in such books of accounts
- (ii) Registers of Debenture holders (including Foreign Registers of Debentures) or Register

- for any other Securities issued by the Company
- (iii) Copies of Annual Returns
 - (iv) Disclosure of Interest received from the Directors of the Company in the manner prescribed
 - (v) Attendance Registers, Notices, Agenda, Notes on Agenda and other related papers of General Meetings, Board Meetings and various Committee Meetings
 - (vi) Instrument creating a Charge or modifying a Charge, if any
 - (vii) Changes to the Memorandum of Association and the Articles of Association, if any
 - (viii) Register of deposits accepted or renewed, if any
 - (ix) Tax Records - Tax records including, but not limited to documents concerning tax assessment, tax filings, proof of deductions, tax returns, appeal preferred against any claim made by the relevant tax Authorities, shall be maintained for a period of 8 years or for a period of 8 years after a final Order has been received with respect to any matter which was preferred for Appeal, as the case may be
 - (x) Employment /Personnel Record in case of employees of the Company
 - (xi) Relevant marketing and sales documents
 - (xii) Press Releases
 - (xiii) Legal documents including but not limited to contracts, legal opinions, pleadings, Orders passed by any court or tribunal, Judgments, Interim Orders, Documents relating to cases pending in any Court or Tribunal or any other Authority empowered to give a decision on any matter, Awards, Documents relating to property matters

Archival Of Documents on Website:

Documents that are to be made available on the Company's website in compliance with the Listing Regulations will be made available on the website for 5 years and thereafter will be archived for a period of 3 years.

v. Usage & Reconciliation of stationery

Up-to-date details of usage & reconciliation of all blank stationery including securities certificates should be maintained by the Company or through its third party agency/RTA as per the provisions of the Circulars/Guidelines issued by SEBI and any other law. A reconciliation report shall be maintained by the Company and the RTA.

VI. 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:

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

VII. DISPOSAL AND DESTRUCTION OF RECORDS

After the 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:

- I. Recycle non-confidential paper records;
- II. Shred or otherwise render unreadable confidential paper records; or
- III. Delete or destroy electronically stored data.

VIII. EFFECTIVE DATE

The Policy shall be effective on the date of approval by the Board of Directors of the Company.

IX. ASSESSMENT AND AMENDMENT IN POLICY

The Company shall review this Policy periodically, in accordance with Applicable Laws, and may issue revised Policy in respect of the subject matter from time to time.

X. QUERIES AND CLARIFICATIONS

Any queries or clarifications in relation to this Policy may be addressed to the Company Secretary of the Company.
