

POLICY ON PRESERVATION OF DOCUMENTS

1. Preamble:

Pursuant to Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Hereinafter called as "**The Regulations**") every listed Company shall frame a policy on preservation of documents.

This policy for preservation of documents shall be applicable to Themis Medicare Limited (the Company).

2 Policy Objectives:

In view of efficient and effective operations of the company, we are implementing the following Policy on document preservation. All business records should be kept for appropriate period necessary for the proper conduct of Company business. This policy shall cover all business records of the Company, including written, printed and recorded matter and electronic form of records.

The Policy intends to provide necessary guidelines for preservation, custody and disposal of documents maintained/filed by the Company.

3. Definitions:

- a) Act: "Act" means the Companies Act, 2013 including any amendment or modification thereof.
- b) Board: "Board" means Board of Directors of the Company
- c) Company: "Company" means Themis Medicare Limited.
- d) Compliance Officer: "Compliance Officer" means the Company Secretary of the Company who is responsible to perform duties as required under section 205 of the Companies Act 2013 and Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- e) Director: "Director" means a person as defined in Section 2(34) of the Companies Act, 2013 and presently appointed as a Director in the Company.
- f) Document: "Document" means all business records of the Company in written, printed and recorded matter and electronic forms of records and includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of the Companies Act 1956/2013, SEBI Act 1992 or under any other law for the time being in force or otherwise, maintained on paper or in electronic form;

- g) Employees: "Employees" shall mean the employees and office-bearers of the Company, including but not limited to Whole Time Directors.
- h) Key Managerial Personnel: "Key Managerial Personnel" shall mean the officers of the Company as defined in Section 2(51) of the Companies Act, 2013 and rules prescribed there under.
- i) Listing Agreement: "Listing agreement" shall mean the uniform listing agreement executed in pursuant to Securities and Exchange Board (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- j) Policy: "Policy" means this Policy for Archive, Preservation and Disposal of Documents
- k) Regulations: "Regulations" shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, including any modifications, clarifications, circulars or re-enactment thereof.
- l) Secretarial Standards: "Secretarial Standards" means standards issued by the Institute of Company Secretaries of India under section 118 (10) of the Companies Act 2013.
- m) Stock Exchange or Exchanges: "Stock Exchange or Exchanges" shall mean BSE Limited and National Stock Exchange of India Limited or any other Stock Exchange with which the Company may execute agreement for listing.
- n) Any other term not defined herein shall have the same meaning as defined in the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Companies Act, 2013, Securities Contract Regulation Act or any other applicable law or regulations.

4. Classification of Documents:

- a. Documents shall be classified in the following categories
 - i. Mandatory under governing laws
 - ii. Non-Mandatory
 - iii. Having Long term business relevance
- b. Documents which are required to be mandatorily preserved for a stipulated minimum period of time under governing laws shall be preserved accordingly. Documents in respect of which no minimum maintenance timeline is stipulated under any of the laws shall be preserved in accordance with this policy.

- c. All records and documents as provided herein shall be preserved for such time and period as may be provided herein.

5. Documents and Records covered under the Policy:

The policy shall inter alia, cover the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention identified above, as well as any other pertinent factors as the overseeing authorities deem fit.

a. Tax & Accounting Records:

Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of deductions, business costs, accounting procedures, and other documents concerning the Company's revenues and expenses including capital expenditure.

b. Employment Records/Personnel Records:

Labour laws require the Company to maintain certain recruitment, employment and personnel information. The Company should also maintain personnel files that reflect performance reviews if any and any complaints brought against the Company or individual employees under applicable labour laws. The Company should also keep all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel in the employee's personnel file.

c. Financial Statements, Minutes, Statutory Registers & other Documents.

The Financial Statements, Audit Reports, Annual Return, Notices, Meeting Agenda, Minutes of Meetings of Board, Members and other Committees Meeting along with statutory registers.

d. Press Releases/Public Filings.

All press releases and documents filed with Stock Exchanges, Registrar of Companies and other regulatory authorities.

e. Legal Files / documents:

All legal documents / copies of notices/ summons / orders / judgments and all other legal documents. Documents like leases, Leave & License agreements and other agreements.

f. Development/Intellectual Property and Trade Secrets:

Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the Company and are protected as a trade secret where the Company:

- i. Derives independent economic value from the secrecy of the information; and
- ii. The Company has taken affirmative steps to keep the information confidential.

g. Contracts: Final, execution copies of all contracts entered into by the Company should be retained.

h. Electronic Mail: E-mail that needs to be saved should be either:

- i. Printed in hard copy and kept in the appropriate file; or
- ii. Downloaded to a computer file and kept electronically or on disk as a separate file so as to ensure its timely retrieval.

6. Guidelines for preservation of documents:

Record Category	Record Type	Period of Preservation	Place of Storage	Custody of Document
Board Meeting & Committee Meeting records	1. Agenda 2. Board Resolutions 3. Committee Resolutions 4. Board Minutes 5. Committee Minutes 6. Adopted Policies/ Codes etc. 7. Attendance Registers 8. Disclosure of Interest	Permanent	Corporate Office	Company Secretary
General Meeting records	1. Register & Index of members 2. Minutes 3. Attendance Register	Permanent	Corporate Office	Company Secretary

Other Secretarial Records	1. Incorporation / Conversion/ Business commencement Certificates. 2. Memorandum of Association & Articles of Association. 3. Common Seal 4. Annual Reports. 5. Various Statutory Registers pursuant to the Companies Act, 1956 and/or Companies Act, 2013. 6. Share Transfer, transmission etc. correspondences with the Registrar & Share Transfer Agent.	Permanent	Corporate Office	Company Secretary
	1. Non-statutory Registers under the Companies Act, 1956 and/or Companies Act, 2013.	10 years from the Financial Year in which the latest entry	Corporate Office	Company Secretary
	1. Correspondence with the shareholders.	10 years from the date the complaint is resolved.	Corporate Office	Company Secretary
	1. Copies of all annual returns along with certificates & documents required to be annexed thereto.	10 years from the date of filing with the Registrar.	Corporate Office	Company Secretary
Insurance records	1. Insurance Policy Execution/Renewal Certificate 2. Insurance Claims under various Policies	10 years from lapse of the Policy/ settlement of claim.	Corporate Office	Company Secretary
Contracts / Agreements /Purchase Orders/	1. Renewal. 2. Modification 3. Termination of : Contracts/Agreements/ Purchase Orders	10 years from termination of Contract/ Agreement/ Completion of purchase.	Corporate Office	Company Secretary
SEBI & Stock Exchange Records	1. Correspondence with Statutory bodies. 2. Quarterly/Annual/ Non-Quarterly/others Compliances submitted from time to time. 3. Listing Agreement 4. Disclosure in Newspapers	Permanent	Corporate Office	Company Secretary
RBI Records	1. Register of Deposits. 2. Documents of Deposits.	10 calendar years following the financial year in which the latest entry is made of the repayment.	Corporate Office	Company Secretary

Record Category	Record Type	Period of Preservation	Place of Storage	Custody of Document
Misc Licenses obtained from Statutory	-	Permanent	Corporate Office	Admin Dept.
Property Records	1. Agreements/ Contracts 2. Documents relating to acquisition and sale of Real Property.	Permanent	Corporate Office	Admin Head
Legal	Correspondence with Courts/ other statutory bodies regarding any petition/ case/suit etc.	Permanent	Corporate Office & Plants	Legal Dept.
All confidential Agreements of Non-disclosure nature	-	10 years or as per terms of Agreements	Corporate Office	HR/ADMIN Dept.
Personnel Records	1. Official Personnel Files of Active Employees	To be retained during active	Corporate Office/All Factory	HR Dept.
	1. Official Personnel Files of inactive Employees	10 years from the date of termination of employment.	Corporate Office/All Factory Places	HR Dept.
Labour Law records	1.Registration/ Renewal Certificate under various Acts relating to Labour laws. 2. Maintenance of various Registers under the various acts in force read with the Rules made thereunder, relating to Labour laws.	Permanent	Corporate Office/All Factory Places	HR Dept.
Finance	1. Audited Financial Statements 2. Auditors Reports	Permanent	Corporate Office	Accounts Dept.
	Books of Accounts & Vouchers	10 financial years following the relevant	Corporate Office	Accounts Dept.
Taxation	1. Registration/Amendment Certificate under various relevant provisions in force. 2. Correspondences with the statutory bodies	Permanent	Corporate Office	Accounts Dept.
	Preservation of specific books of accounts	10 financial years following the relevant Financial Year.	Corporate Office	Accounts Dept.
	Annual Accounts/Appellate Orders & papers submitted to the authorities			

	Records pertaining to various other laws in force	Records maintained under various other laws in force from time to time for the period as specified in the Statutes.	Corporate Office	Accounts Dept.
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7. Storage of Documents and Records:

- i. All the documents should be kept in lock and key under the supervision of the person responsible for custody and storage of such documents as stated in above clause 6.
Some of the documents such as minutes, statutory registers, original registration certificates, etc., in fire proof locker with proper lock and key facility in it
- ii. All other documents may be preserved in the godown under the supervision of Admin Head/HR Manager.
However, in case any pending assessment/litigation with any regulatory authorities; such documents may be retained beyond the prescribed period.

8. Disposal or Destruction of the Documents:

All the registers, records, documents, covered under this policy, may be destroyed after the expiration of the applicable preservation period and the Company shall maintain a register entering the details of destroyed documents and the entries made therein shall be authenticated by the Admin Officer or any other person as may be authorized by the Board for this purpose. The list of registers, records, documents destroyed, in accordance with this policy, shall be placed before the Board, within 4 months of such destroyal, for its information. Any disposal of registers, records, documents, which is not in accordance with this policy, shall be subject to prior approval of the Board.

9. Document Management System

The following document management system may be implemented:

- i. Scanning of Documents:
All documents based on their relevance and importance should be scanned and a copy of the same should be maintained in the system with appropriate backup. Emphasis should be laid to properly name and file the scanned documents. This will reduce the dependence on the physical documents as and when required and will help the same in preserving in good order.

As per the Listing Regulations, documents specified in clause 6 may be maintained in electronic mode retaining of scanned copy of any document may be considered as maintaining of original documents.

ii. Filing System:

Proper filing system need to be in place in respect of all documents which are required to be preserved for a long period of time and the files containing the documents have to be suitably named.

iii. Records of Documents Sent to Godown:

The record of documents which are in process of being sent to the godown after a specific period of time should be properly written and files tagged. The details of documents being sent, the period to which the documents relate should be clearly mentioned. It should be ensured that the documents which are being sent to the godown should be categorized department wise. This would ensure retrieval of documents from the godown as and when required. It is also advisable to get the files bounded before sending the same to the godowns for the storage purpose.

The Admin department before sending documents to the godowns will ensure about fire compliances of the godowns. The Fire extinguishers must be provided/installed at godowns and if required custody of godowns for security will be under supervision of proper manpower.

iv. Back-ups of Records stored in the Computers:

The information Technology department is responsible for taking back-ups of all data generated in the system across the departments in the Company such as E-mails, files stored on the common drives on the servers etc. the data stored in the floppy discs and/or CDs should be preserved in the good order at least for a period of 10 years.

v. Safety to Documents shifted to Godown:

The Company will take all necessary steps to keep documents

10. Amendments to the Policy:

The Board of Directors can amend this Policy, as and when deemed fit. 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.
