

RALLIS INDIA LIMITED

POLICY FOR PRESERVATION OF DOCUMENTS

December 1, 2015

RALLIS INDIA LIMITED

1. OBJECTIVE OF THE POLICY

- 1.1 The corporate records of Rallis India Limited (hereinafter referred to as “the Company” or “Rallis”), either in physical or in electronic form, are important assets of the Company. The Company is guided by various legal, regulatory and statutory requirements as applicable from time to time, with regard to record maintenance, record retention and destruction of obsolete records.
- 1.2 Securities and Exchange Board of India (hereinafter referred to as “SEBI”), by its Notification dated September 2, 2015, has issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Regulations”), which have come into effect from December 1, 2015.
- 1.3 Regulation 9 the Regulations requires the Company to have a Policy for preservation of documents, approved by its Board of Directors.
- 1.4 In view of the above, Rallis has framed this Policy for Preservation of Documents (hereinafter referred to as “the Policy”), to provide a framework for preservation of documents maintained by the Company under various applicable laws.

2. SCOPE OF THE POLICY

- 2.1 This Policy provides a framework for ensuring that official records and documents, both physical and electronic are adequately maintained and protected. The Policy also deals with the retrieval process and disposal/ destruction of obsolete records.
- 2.2 This Policy covers records retained at Rallis’ own location and/ or at location of Registrars/ Agents appointed by the Company.

3. CLASSIFICATION OF DOCUMENTS AND THEIR MAINTENANCE

- 3.1 All records, whether held in the physical form or in the electronic media, will be kept in good condition, stored safely and in an orderly manner to facilitate ease of retrieval.
- 3.2 The documents are broadly classified into following categories:
 - 3.2.1 **Permanent Documents:** Certain documents of the Company are required to be retained permanently under the laws applicable to the Company.
 - 3.2.2 **Documents to be preserved for a period of not less than eight (8) years:** Certain documents of the Company are required to be retained for a period of not less than eight (8) years under the laws applicable to the Company.

3.3 The Policy requires the Company to maintain the documents in physical form or electronic form or in both, permanently or for a specified period of time, as may be applicable. A Document may mean and include, but is not limited to, documents such as memorandums, contracts, agreements minutes of meetings (Board, Committee or General Meetings), auditor's reports, employee records, court/ tribunal orders, tax returns/ assessments, and also includes documents like emails or messages.

3.4 Managing physical records involves identification, labelling, filing, storing, archiving and disposal. Managing electronic or digital records involves storing, safeguarding, providing back up and ensuring alternate locations for easy retrieval.

4. **PROVISIONS WITH REGARD TO THE PRESERVATION OF DOCUMENTS**

4.1 The Company is, from time to time, required to retain certain documents in order to ensure legal compliance, and also to accomplish corporate objectives. Such documents are required to be preserved either permanently or for a specific period of time. Documents that bear special consideration and minimum retention period are identified in the Documents Retention Schedule given in the Annexure.

4.2 **Documents Maintenance and Storage:**

4.2.1 All documents shall be maintained, either in physical form or electronic form or both, by the respective Departments of the Company, to which such document pertains. All electronic versions of the documents may also be maintained within the Company's centralized electronic record software database, which is maintained in line with policy of the IT Department of the Company.

4.2.2 Each Department is responsible for keeping track of the location and contents of all physical records for which they are responsible. The respective Departments will ensure that physical records are kept in good condition, stored safely in an orderly manner and correctly labelled to facilitate ease of retrieval. They will also ensure confidentiality of the records and ensure that no unauthorized person gets access to the records.

4.2.3 Records and Registers relating to Members, shares and other securities of the Company, including Members' Register, shall be maintained by the Company's Share Registrars and Transfer Agents appointed by the Company. Rallis may also engage third-party custodians to retain any of the documents subject to this Policy, provided that the Department responsible for such records will exercise supervision over such third-party custodian and will continue to have overall responsibility for the records maintained with the third-party custodian.

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- 4.2.4 Each Department is responsible for keeping track of all electronic records for which they are responsible. The respective Departments will ensure that electronic records are stored safely on computers and password protected for confidentiality, and backed up on servers or external hard drives or in any other appropriate manner for easy retrieval. They will also ensure confidentiality of the records and ensure that no unauthorized person gets access to the records.
- 4.2.5 All electronic communication systems as well as all communications and stored information transmitted, received, or contained on the Company's information systems are the property of the Company. Such communication and information shall be preserved in accordance with the policy of the Company in respect thereof, which shall be in consonance with this Policy. The IT Department is responsible for formulating processes for proper maintenance of electronic records, password policy for maintaining their confidentiality, processes for proper back-up of the records and will also ensure remote location back-up servers.

5. DISPOSAL OF RECORDS

- 5.1 After the expiry of the period specified in the Documents Retention Schedule, the documents/ records may be destroyed or disposed of in compliance with the provisions prescribed under the applicable laws and keeping in view this Policy of the Company. All documents containing information of a confidential or sensitive nature on paper, card or electronic media must be securely destroyed when it is no longer required.

5.2 Hold on record destruction and deletion:

If a lawsuit or other proceeding involving the Company is reasonably foreseeable, all destruction of any possibly relevant documents, including e-mail, must cease immediately. Documents relating to the lawsuit or potential legal issue will then be retained and organized under the supervision of the Legal Department.

6 POLICY ENFORCEMENT

- 6.1 The employees of the Company shall strictly comply with this Policy. Each Function/ Department Head shall lay down the process for maintenance of documents pertaining to the respective Function/ Department in compliance with this Policy.
- 6.2 If an employee has reasons to believe, or the Company informs the employee concerned, that Company documents are relevant to litigation or potential litigation (i.e. a dispute that could result in litigation), then the employee must preserve those documents until the Legal Department determines that the documents are no longer needed. This exception

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supersedes any previously or subsequently established destruction schedule for those documents. If an employee believes that exception may apply or have any question regarding the possible applicability of that exception, he/ she may contact the Legal Head or Company Secretary.

- 6.3 While minimum retention periods are suggested in regard to certain documents, the retention of the documents not included in the above Schedule shall be determined by the Head of the Function/ Department, in line with the policy that governs those documents or by the application of the general guidelines affecting such documents, as well as any other pertinent factors.

7. **COMPLIANCE**

- 7.1 Failure to comply with this Policy may result in disciplinary action. Questions about this Policy should be referred to the Company Secretary who is in charge of administering, enforcing and updating this Policy.

8. **REVIEW OF POLICY**

- 8.1 This Policy has been adopted by the Board of Directors of the Company and the Board may review and amend the Policy from time to time, pursuant to any change in law or otherwise. The Company shall be free to devise and implement any supplementary or other policies and guidelines in respect hereof for better implementation of this Policy.

9. **GENERAL**

- 9.1 Where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this Policy and procedures, until such time as this Policy is changed to conform to the law, rule, regulation or standard.

10. **EFFECTIVE DATE**

- 10.1 This Policy shall be effective from December 1, 2015.

DOCUMENTS RETENTION SCHEDULE

Description of Record	Retention Period
<u>Secretarial Department:</u>	
Incorporation documents and MOA & AOA	Permanent
Register of Members along with the Index	Permanent
Register of Debenture holders or any other security holders along with the Index (Bondholders)	8 years from the date of redemption of debentures or securities
Share Transfer Register	Permanent
Register of Renewed and Duplicate Share Certificates	Permanent
All blank forms to be used for issue of Share Certificates	30 years
Copies of all annual returns prepared under Section 92 and copies of all certificates and documents required to be annexed thereto	8 years from the date of filing with MCA
File containing instrument of charges	8 years from the date of satisfaction of charge by the Company
Register of Charges	Permanent
Register of Directors and Key Managerial Personnel and their shareholding	Permanent
Register of Postal Ballot and/ or e-Voting/ Ballot Papers	10 years
Register of contracts or arrangements in which directors are interested.	Permanent
Minutes of all meetings of the Board, various Committees of the Board and General Meetings or of resolutions passed by Postal Ballot	Permanent
Documents filed with Stock Exchanges under Listing Agreement, Listing Regulations and under various SEBI Regulations	8 years from the date of filing
Disclosure of Interest by Directors/ KMPs	8 years from the end of the financial year to which it relates

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Description of Record	Retention Period
Press releases, including but not limited to, any intimation given to the press regarding financial results, profits, meetings of the Board, general meetings, and overall performance of the Company	8 years from the date Press release
Documents filed with MCA/ ROC/ RBI	8 years from the date of filing
Details of Dividend declared and paid and Unpaid/ Unclaimed Dividends	8 years from the date of payment
Records of declarations received and pre-trading approvals taken by Designated Employees and Connected Persons under the Code of Conduct for Prevention of Insider Trading	5 years from the date of receipt of declarations or from closure of pre-approved transaction
<u>Finance Department:</u>	
Books of Accounts and Financial Statements	Records relating to 8 financial years immediately preceding a financial year
Tax Records, including tax assessments, tax filings, tax returns, proof of deductions, appeals against claims for direct and indirect taxes.	Records relating to 8 financial years immediately preceding a financial year
Documents relating to litigation concerning direct/ indirect taxes	8 years after receipt of the final order or after the last appeal in the case has been disposed off and the case closed
Provident Fund and other retiral benefits deposited with the Trust Funds	Permanent
Financial Statements of Trust Funds of the Company	Records relating to 8 financial years immediately preceding a financial year
<u>HR Department:</u>	
Employment Records/ Personnel Records	8 years after the employee has ceased to be in the Company's employment or after all his/ her dues, including any supplemental or pension payment and retiral dues have been paid to him or his legal heirs

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Description of Record	Retention Period
Records of wage settlements with employees, Voluntary Retirement or Early Separation Schemes	Records relating to 8 financial years immediately preceding a financial year
<u>Legal Department:</u>	
All documents pertaining to litigation, including legal opinions, pleadings, interim orders, final orders passed by any court or tribunal or any authority.	8 years after the last appeal in the case has been disposed off and the case closed. Orders which are final in nature and cannot be superseded shall be preserved permanently.
Contracts and Agreements	8 years after the expiry of the term of the contract or agreement
Documents relating to property owned by the Company	Permanent
Documents relating to other properties	8 years after the rights and obligations in relation to such property cease to exist
Documents relating to Intellectual Property rights, including copyrights, trademarks, patents, industrial designs and trade secrets.	Permanent
<u>Miscellaneous:</u>	
Factory, depot, manufacturing, sales and other licences or permissions received from various regulatory authorities, to be maintained by the respective factories, Units or Departments	During the validity period of the licence/ permission and a period of 8 years thereafter
Marketing and sales documents	8 years
General correspondence and other internal records of all Departments	8 years
Electronic mail	The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this Policy/ Annexure