



RALLIS INDIA LIMITED

May 29, 2024

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: 500355

National Stock Exchange of India Ltd.
Exchange Plaza
Bandra-Kurla Complex Bandra (E)
Mumbai – 400 051
Symbol: RALLIS

Dear Sir/Madam,

Sub: Integrated Annual Report under Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

In furtherance to our letter dated May 17, 2024, the 76th Annual General Meeting ('AGM') of the Company is scheduled to be held on **Thursday, June 20, 2024 at 11.00 a.m. (IST)** through Video Conferencing facility / Other Audio Visual Means.

Pursuant to Regulation 34(1) of the SEBI Listing Regulations, please find enclosed the Integrated Annual Report of the Company along with the Notice of the AGM and other Statutory Reports for the Financial Year 2023-24 which is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent / Depository Participants.

The same is also available on the website of the Company at <https://www.rallis.com/investors/annual-reports>.

This is for your information and records.

Thanking you,

**Yours faithfully,
For Rallis India Limited**

**Srikant Nair
Company Secretary & Compliance Officer**

Encl: As above



RALLIS INDIA LIMITED
A **TATA** Enterprise



**Rooted in
values,**



**Seeding
growth.**

INTEGRATED ANNUAL REPORT | 2023-24
SERVING FARMERS THROUGH SCIENCE

ABOUT THE REPORT

Basis of Reporting: Approach to the Adoption of Integrated Reporting

As Rallis India Limited ('Rallis'/the Company) proceeds with its 6th year of Integrated Reporting, the endeavour to evolve in the journey of transparency and enhanced disclosures continues. The Integrated Report <IR> provides information about the performance across the six capitals, efforts that were undertaken to create value and deal with material risks and opportunities, strategy, safety, sustainability, innovation, governance and beyond. With each passing year, the emphasis is towards developing an <IR> that provides both qualitative and quantitative disclosures on the goals/objectives to create long-term value in line with the Mission, Vision and Values and to enable the stakeholders in making informed decisions.

Reporting Principles: Adherence to IIRC Framework and GRI Standards

The financial and statutory data disclosed in this Report is in line with the requirements of the Companies Act, 2013; Indian Accounting Standards; the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and the Secretarial Standards. The non-financial data has been prepared in accordance with the framework of the International Integrated Reporting Council (IIRC) and SEBI. The Company has also referred to the Global Reporting Initiative (GRI) while disclosing the Key Performance Indicators (KPIs). The following principles of AA1000 Accountability Principles 2018 have been applied:

Forward-Looking Statements

Certain statements in this Report relating to the Company's business operations and prospects may be forward-looking. These statements can be identified by usage of words such as 'believes', 'estimates', 'anticipates', 'expects', 'intends', 'may', 'will', 'plans', 'outlook' and other words of similar meaning in connection with a discussion of future operating or financial performance. These forward-looking statements are dependent on assumptions, data or methods that may be incorrect or imprecise and hence there is a possibility that the same may not be realised. Such statements are not guarantees of future operating, financial and other results, but constitute our current expectations based on some assumptions. The Company's actual results could materially differ from those projected in any forward-looking statements due to various future events, risks and uncertainties some of which are beyond our control. The Company does not assume any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

INCLUSIVITY

We commit accountability to our stakeholders, directly or indirectly, impacted by Rallis. Stakeholders have been mapped and processes set up to ensure the inclusion of their concerns and expectations.

MATERIALITY

Key material aspects have been covered and identified through ongoing stakeholder engagement and addressed by various programmes or action points with measurable targets.

RESPONSIVENESS

This Report, amongst one of the interaction and communication elements, reflects the ability to manage operations, while accounting for and responding to our stakeholders' concerns.

IMPACT

Rallis is accountable to the larger ecosystem and continuously monitors and evaluates the impact across the value chain. This Report covers information that is material to stakeholders and the Company and presents an overview of the Company's operations along with associated activities that help in short, medium and long-term value creation. These issues have significant business impact and are key to the Company's value-creation process.

Scope and Boundary of Reporting and the Reporting Period

The Report covers financial and non-financial information and activities of Rallis for the period April 1, 2023, to March 31, 2024. The financial information has been audited by B S R & Co. LLP, Chartered Accountants and the non-financial information as referred to in the assurance report has been assured by KPMG Assurance and Consulting Services LLP. The assurance is in accordance with the reasonable (BRSR core) and limited (other BRSR and GRI) assurance criteria of the International Standards on Assurance Engagements (ISAE) 3000 Revised. The assurance criteria, methodology and conclusion are presented in the assurance report. There are certain restatements due to change in boundary of reporting and approach & methodology. The effects and reasons have been included under the respective Principles of the BRSR report. These restatements would enable completeness and comparability of information for the current year and previous year. The assurance report is available on the Company's website at <https://www.rallis.com/AssuranceStatement2023-24.htm>



(1925-2023)

Tribute to Bharat Ratna Dr. M S Swaminathan

Rallis salutes Bharat Ratna Dr. M S Swaminathan, Father of Indian Green Revolution, for his visionary leadership and pioneering work on Indian Agriculture Advancement.

He will be remembered for his outstanding contribution to Indian food sovereignty and will continue to inspire the Indian agriculture ecosystem for generations.

“The developing world is mostly made up of smaller farmers and many of our technologies, including green and evergreen-revolution technologies, have widespread application” - Dr. M S Swaminathan

What's Inside

COMPANY OVERVIEW

- 04 Chairman's Message to Shareholders
- 05 MD & CEO's Message to Shareholders
- 06 About Rallis
- 08 Business Verticals
- 10 Manufacturing Capabilities
- 11 Product Portfolio
- 12 Innovation and Digitalisation
- 14 Performance Trends
- 16 Value Creation Model
 - 16 Business Model
 - 18 Harnessing Capitals
- 22 Materiality Assessment

- 26 Stakeholder Engagement
- 30 Operating Context
- 32 Strategies and Outlook
- 34 Risk Management Framework
- 36 ESG Approach
 - 38 Environmental
 - 40 Social
 - 44 Governance
- 45 Board of Directors
- 46 Major Awards & Achievements
- 48 Corporate Information
- 49 Key Details at a Glance

STATUTORY REPORTS

- 50 Board's Report
- 72 Management Discussion & Analysis
- 86 Corporate Governance Report
- 116 Business Responsibility & Sustainability Report

FINANCIAL STATEMENTS

- 156 Financial Statements
- 254 GRI Index
- 258 Notice
- 271 Financial Statistics





As Rallis embarks on its 76th year, the vibrancy of the journey is rooted in timeless values and fuelled by a relentless drive for success. With decades of experience, Rallis helps in providing innovative agricultural solutions that empower millions of Indian farmers.

Armed with expertise, an unwavering dedication to innovation, and a passion for sustainability, Rallis is poised to tap opportunities in transforming the Indian agriculture ecosystem. Together, Rallis marches forward with the purpose of enriching the lives of all stakeholders and fostering a legacy that transcends generations.

Rallis' journey is a testament to resilience, adaptability, and determination. As the Company reflects on its past achievements and looks towards the horizon of possibilities, the Company is reminded of the numerous lives touched and transformed by its efforts. Rallis' journey is a narrative of empowerment of farming communities aimed at advancement of the nation's agricultural landscape.



**Rooted in
Values,
Seeding
Growth.**





Chairman's Message to Shareholders

Dear Shareholders,

Let me start by thanking each one of you for your continued trust and confidence in the Company.

Your Company recently celebrated its 75th Anniversary wherein the commitment towards the Mission of "Serving Farmers through Science" was reiterated. The Company continually strives to enhance its offerings to improve farmer income.

Market Context

The baseline forecast for the world economy is to grow at 3.2%¹ during 2024, at the same pace as in 2023. India is acknowledged as one of the fastest growing economies with an estimated GDP (Gross Domestic Product) growth of 7.6%² in FY 2023-24. However, the outlook is cautiously optimistic in the wake of continuing geo-political crisis.

In agrochemicals industry, geo-political disruptions over the last 2 years has led to inventory build-up and price disruptions. This started waning with supply chain normalcy but increase in production and oversupply from China led to downward pricing pressure. In the Calendar Year

2023, global agrochemicals industry is estimated to have de-grown by more than 10%. Indian agrochemical exports declined by 22%³ during FY 2023-24. Adverse climatic conditions and uneven spatial distribution of rainfall further impacted domestic agrochemical demand.

Rallis' Performance

Your Company had a resilient performance during these turbulent times. Agile teamwork coupled with efficient operations and flexibility in supply chain ensured seamless supplies to the end customers. Domestic branded business delivered positive volume growth. Measures undertaken in the last few years towards delivering profitable growth of seeds business have helped in delivering strong volume-led growth of 21% and profit breakeven. Exports had a challenging year with both price and volume coming under pressure, but the business is confident of the long-term prospects. Your Company's focus on improving higher price realisation and cost optimisation helped in enhancing the EPS (Earnings Per Share) from ₹ 4.7 per share in FY 2022-23 to ₹ 7.6 per share in FY 2023-24. Performance in FY 2022-23 was impacted due to impairment of technical know-how and provision for slow-moving inventory. Board is also pleased to recommend a dividend of ₹ 2.5 per share.

Opportunities Ahead

The Tata Group and Rallis believes that we have a pioneering role to play in improving farm income and providing better market access to farmers. Quality of agricultural inputs including crop protection, crop nutrition, seeds and the right agronomical knowledge are critical for improving agricultural productivity in a sustained manner for serving the demand of the growing population with rising income and aspiration. Rallis with its long association and deep connect with the diverse farming community is well poised to drive this agenda. Keeping the customer as the focal point and leveraging digital connect will enable us to reach a larger number of farmers effectively.

The recent above-normal monsoon forecast by IMD, bodes well for the upcoming Kharif season and may translate into increased usage of agriculture inputs.

There is a large opportunity to participate and grow in the Agrochemicals export which is estimated at \$4.2 Bn³ against the global industry size of ~\$75 Bn⁴. Your Company's recent investments in manufacturing including a Formulation Plant and Multipurpose Plant will support the growth agenda. The integrated "Rallis Science and Technology Center" that is under construction will further enhance our capabilities to address the portfolio gaps through unique and differentiated offerings. Digital initiatives will continue to be the backbone across all aspects of the value chain.

The sustainability initiatives adopted by your Company continue to be aligned to "Aalingana", Tata Group's flagship programme having a vision for greener, sustainable and equitable future for the planet. Your Company is embedding sustainability into its business by focussing on three interconnected pillars i.e., decarbonisation of businesses, circular economy approach and preserving the natural environment.

On behalf of the Board, I would like to sincerely appreciate Mr. Sanjiv Lal, Managing Director & Chief Executive Officer for his valuable contribution. Further, I would like to thank Dr. Punita Kumar Sinha for guiding your Company during her tenure as an Independent Director. Wishing them the best in their future endeavours.

I would also like to welcome Mr. Narain Duraiswami, Independent Director and Dr. Gyanendra Shukla, Managing Director & Chief Executive Officer of your Company.

On behalf of Rallis, I would like to thank each one of you for your continued trust, support and guidance.

Warm Regards

Bhaskar Bhat
Chairman

MD & CEO's Message to Shareholders

Dear Shareholders,

I feel privileged to lead this esteemed organisation and would like to extend my gratitude to all of you in continuing to support us in helping advance Indian agriculture.

In terms of performance highlights, FY (Financial Year) 2023-24 was a year of mixed performance. Our Domestic Crop Care business grew in volume terms but due to steep price correction had an overall revenue de-growth of 3%. After a robust FY 2022-23, Exports business suffered due to price drop and de-stocking across markets resulting in overall revenue de-growth of 35%. Seeds business bounced back after a very difficult last 2 years with volume-led growth of 21%. Seeds business was able to deliver profit breakeven. We also improved our cash position and repaid all external borrowings. Our current leg of manufacturing capital investment cycle has been completed with the committed "Multi-Purpose Plant" getting commissioned this year.

Agriculture business is exposed to several external challenges. We are reassessing all controllable factors to build resilience and help sustain long-term value creation for all stakeholders. I am quite optimistic of the opportunities ahead. Our Domestic Crop Protection business has good headroom to grow with our current market share being low single digit. Crop Nutrition business is continuing to witness good momentum and our ambition would be to grow this business in double digit. Seeds business is looking good especially with the recent success of our Cotton hybrids.

Our endeavour would be to run this business in a focussed manner for profitability. The following levers will continue to be our focus:

Customer Centricity: Rallis is quite a household name amongst the Indian farming community. With our rich legacy of more than 75 years of association with Indian farmers, we offer a diverse portfolio of Crop Protection, Crop Nutrition and Seeds products to solve varying farmer needs. We will further improve the product offerings and deepen our customer connect leveraging digital tools.

Capability: We will continue to improve and sharpen our capabilities and investments especially in R&D and Manufacturing to ensure we offer products of "value" to our end customers. We will sharpen our focus behind key priority segments and use innovative technologies to become a "partner of choice". Our immediate priority would also be to improve the utilisation levels of the recently commissioned manufacturing investments.

Cost Effectiveness: To remain cost competitive, we will critically examine all our costs across the value chain and take appropriate actions.

Cash Conversion: We will remain focussed on cash conversion cycle and robust working capital management.

We also realise that the industry is at the cusp of transformation with widespread adoption of digital tools across the value chain. Investment in digital initiatives will remain a priority to build a connected system both in front and back-end for

better customer connect and efficient operations. Our recent manufacturing investments will support manufacturing-led export growth including custom synthesis manufacturing business. We also reinforce our commitment behind our sustainability initiatives to build a greener, sustainable, and equitable future for the planet.

We look forward to your valuable suggestions, encouragement and support in the journey ahead.

Warm Regards

Gyanendra Shukla
Managing Director & CEO



1 - Estimates, International Monetary Fund; 2 - 2nd Advance Estimate, Ministry of Statistics & Programme Implementation, Gov; 3 - Estimates, Ministry of Commerce, Gov; 4 - Rallis estimates.



About Rallis

A Bird's-Eye View

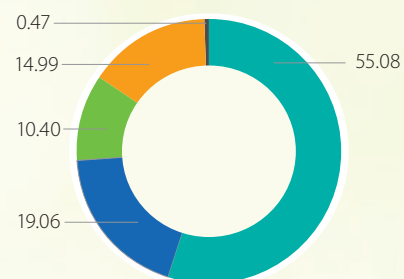
Rallis India Limited (hereinafter referred to as 'we', 'our', 'us' or 'Rallis') is a subsidiary of Tata Chemicals Limited.

Beyond mere business pursuits, the narrative of Rallis is intertwined with Tata Group's ethos and aligned with the Group's mission: "To improve the quality of life of the communities we serve globally through long-term stakeholder value creation based on Leadership with Trust".

Anchored in the relentless pursuit of harnessing the fruits of science for holistic societal goals, Rallis' story is emblematic of a timeless commitment to progress.

Ownership Structure

(as on March 31, 2024) (%)



- Promoter and Promoter Group
- Resident Individuals
- Foreign Holdings
- Other Companies and Mutual Funds
- Others



Mission

Serving Farmers through Science



Vision

We aspire to be amongst the top 3 leading enterprises by 2026 in our chosen areas within farm inputs and chemistry-led businesses



Values

Safety, Passion, Integrity, Customer Centricity and Excellence

FY 2023-24 - A Snapshot

₹ 2,648 crore

Revenue

₹ 311 crore

EBITDA

₹ 148 crore

Operating Profit

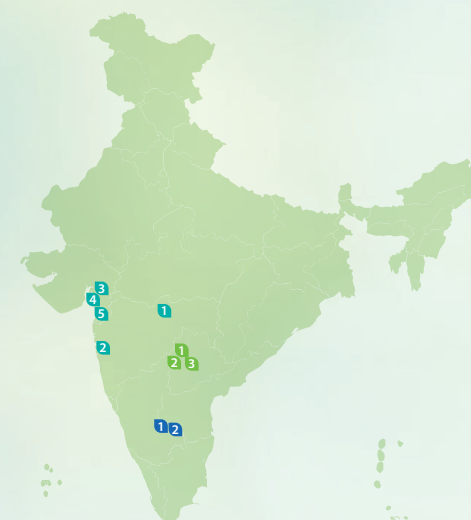
₹ 7.6

Earnings Per Share

Partnering for Greater Impact

	Crop Care	Seeds
No. of Farmers Connected With	~3 million	~4 million
No. of Dealers	4,975	2,765
No. of Retailers	63,000+	47,000+

Our Operations



■ Crop care: Manufacturing Facilities

1. Akola
2. Lote
3. Ankleshwar
4. Dahej Special Economic Zone (SEZ)
5. Dahej Chemical Zone (CZ)
6. Third Party Facilities (TPF): 9 nos.

■ Seeds: Drying, Processing and Packaging Plants

1. GP Pally (TPF)
2. Kokkonda
3. Medchal (TPF)

■ Innovation Centres

1. Rallis Innovation Chemistry Hub (RICH), Bengaluru
2. Agri-Biotech Centre, Bengaluru



Global access to **70+ Countries**

The above maps are not to scale and are for illustrative purposes only.

Products

Crop Care

Crop Protection

Domestic Branded and Institutional Business of Herbicides, Insecticides and Fungicides

Exports of Active Ingredients, Formulations and Custom Synthesis Manufacturing

Seeds

Field Crops

Paddy, Maize, Millet, Cotton, Mustard, Wheat, etc.

Crop Nutrition

Domestic Branded business of Biofertilisers, Biostimulants, Micronutrients, Water Soluble Fertilisers, Organic Fertilisers, Biopesticides

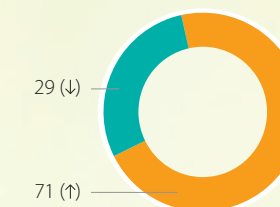
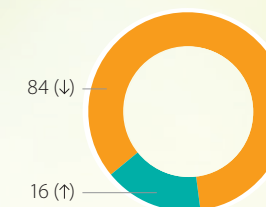
Vegetables

Chili, Okra, Tomato, Gourds, Watermelon, etc.

(For further details, refer Page 75 to 76 of Management Discussion & Analysis)

COMPANY REVENUE SHARE (FY 2023-24) (%)

CROP CARE REVENUE SHARE (FY 2023-24) (%)

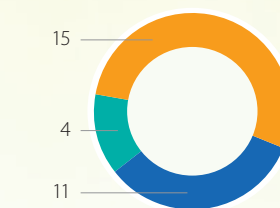
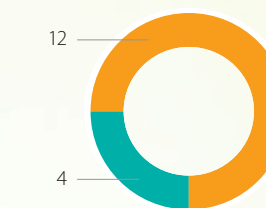


■ Crop Care
■ Seeds

■ Domestic
■ Exports

REGIONAL OFFICES (nos.)

DEPOTS (nos.)



■ Crop Care

■ Seeds

■ Common

Business Verticals

Rallis develops, delivers, and delights its customers comprising not only Indian farmers but also farmers from 70+ countries serviced through its global partners.

Rallis' diverse and differentiated portfolio of crop care and seeds solutions ensures sustained farm prosperity.

Crop Care

Crop Care business consists of Crop Protection and Crop Nutrition solutions. Protection and nourishment are critical to overcome the biotic and abiotic stress of crops for sustained agriculture productivity. Crop Protection portfolio of active ingredients, bulk and branded formulations covers herbicides, insecticides and fungicides catering to domestic and key export markets. Crop Nutrition portfolio consists of bio-stimulants, bio-fertilisers, bio-pesticides, organic fertilisers, water soluble fertilisers as well as micro and secondary nutrients and is largely focussed on the domestic market. Rallis crop care solution caters to most of the crops grown in the country such as foodgrains, cereals, pulses, oil seeds, cotton, sugarcane, plantation crops apart from a wide range of fruits and vegetables.

₹ 40,000 crore

Approximate value of Indian crop protection market targeted by our branded crop protection solutions

(Source: Rallis estimates)

₹ 8,000 crore

Approximate value of organised crop nutrition market targeted by our branded crop nutrition solutions

Seeds Business

Seeds with improved traits are vital for increasing crop yields. Seeds business serves the domestic market and the portfolio consists of hybrids in paddy, maize, cotton, millet and mustard apart from select vegetable crops. Rallis' focus is mainly on hybrid seeds, though the Company also has a presence in open pollinated varieties of select crops.

₹ 16,000 crore

Approximate value of organised domestic seeds market

(Source: Rallis estimates)



Domestic Business

Agriculture is an important economic activity in India as it not only feeds the world's most populous country but also provides employment to nearly half of its population and it continues to promote the rural development to support overall economic growth of the country. Agri-inputs played a key role in the green revolution success and sustained agricultural growth which ensured that the country is self-sufficient in most of the crops to meet the dietary needs of the growing population.

India cultivates most of the crops grown globally on a substantial scale and this provides important opportunities for innovation driven Agri-inputs players like Rallis. With the enhanced use of modern Agri-inputs, India can emerge as a global agriculture powerhouse by leveraging the Agri ecosystem, consisting of 15 prominent Agro Climatic Zones, 20 Agro Ecological Regions and 46 out of 60 soil types that exist on earth. *(Source: ICAR)*

Rallis is known for its deep understanding of diversified Indian agriculture and expansive rural markets which has been serviced by marketing expertise, supported by a wide distribution network to take company's comprehensive brands of Agri-inputs to the millions of farmers spread across the country. Rallis leverages trust and brand equity built over 75 years and continues to support effective crop management throughout the crop lifecycle for optimal productivity. Rallis' Domestic business consists of Crop Care and Seeds.



Exports Business

The Global Crop Protection market is estimated at over \$80 Bn (including non-crop use) consisting of 70% generics and 30% proprietary molecules. Brazil and USA represent over 1/3rd of the global market followed by China, Argentina, India, Japan etc. India has emerged as a significant exporter of agrochemicals. Companies like Rallis are mainly focussed on cost efficiency and scale to tap the global generic market opportunities. As a part of the supply chain diversification strategy, global players are increasingly looking at India as an additional source of agrochemical intermediates and active ingredients.

The Company is actively engaged in tapping these fast-emerging opportunities supported by investments in manufacturing infrastructure, registrations, research and development to expand the addressable market with wider active ingredient portfolio and enhanced Custom Synthesis Manufacturing (CSM) customer base.

Considering the size of Global Crop Protection Industry, Rallis' core manufacturing activities of agrochemical active ingredients are focussed on serving the global market. Rallis' exports active ingredients and bulk formulation to its B2B partners in key global markets. Apart from this, the Company also exports branded crop protection solutions through distributors mainly in Africa, Middle East, South and East Asian countries. Rallis also provides CSM Services of active ingredients, formulation and specialty chemicals to select sets of customers.



Manufacturing Capabilities

Rallis leverages its robust manufacturing infrastructure, encompassing factories, warehouses, and seed processing facilities, to deliver the best-in-class quality products to its customers at competitive prices. Rallis' manufacturing strategy prioritises facility upgrades, building multi-purpose plants for flexibility and adoption of new technologies including digitalisation.

Crop Care

Rallis' Crop care manufacturing facilities prioritises quality and sustainability through its strategically located five manufacturing units in Maharashtra and Gujarat. These facilities include three advanced technical-cum-formulation units and two dedicated formulation plants. Recently, the Company has commissioned a multi-purpose plant (MPP) at Dahej SEZ. The manufacturing plants are equipped to handle complex chemical and diverse formulation processes, and operate under global EHS (Environment, Health & Safety) standards.

Further, to ensure quality, Rallis has NABL-accredited Quality Assurance Labs at each manufacturing unit and at Rallis Innovation Chemistry Hub (RICH). These state-of-the-art labs, equipped with advanced equipment and processes including digital platforms like Butterfly and LIMS (Laboratory Information Management System) supported by qualified personnel ensures consistent delivery of high-quality crop care products to its customers.

Seeds

Rallis' Seeds business operates its own maize cob drying plant and has strategic collaborations with third-party partners to ensure efficient processing, packing and storage. The Company has engaged approximately 12,000 farmers for Seeds production spread over 14,000 acres across seven states – Telangana, Andhra Pradesh, Karnataka, Tamil Nadu, Maharashtra, Chhattisgarh, and Gujarat.

Rallis boasts of the first NABL-accredited seed processing lab in India, equipped with the best-in-class testing equipment and staffed by a qualified team to uphold rigorous quality standards. The whole seed production process leverages the power of award-winning AI-based digital crop monitoring platform Drishti 2.0.



Ankleshwar

Product Portfolio



Herbicides



Crop Nutrition



Insecticides



Seeds



Fungicides



Innovation and Digitalisation

Rallis leverages Research & Development (R&D) and Digital platforms to drive process excellence and creating differentiated products, for competitive edge in the marketplace.

Research & Development:

Rallis' commitment to agricultural advancement is evident in its dedicated Innovation Centers for Crop care and Seeds based at Bengaluru supported by multi-location research stations. To further drive innovation for 'serving farmers through science', the Company has initiated building the state-of-the-art integrated Rallis Science and Technology Center (RSTC) at Bengaluru.

R&D Crop Care

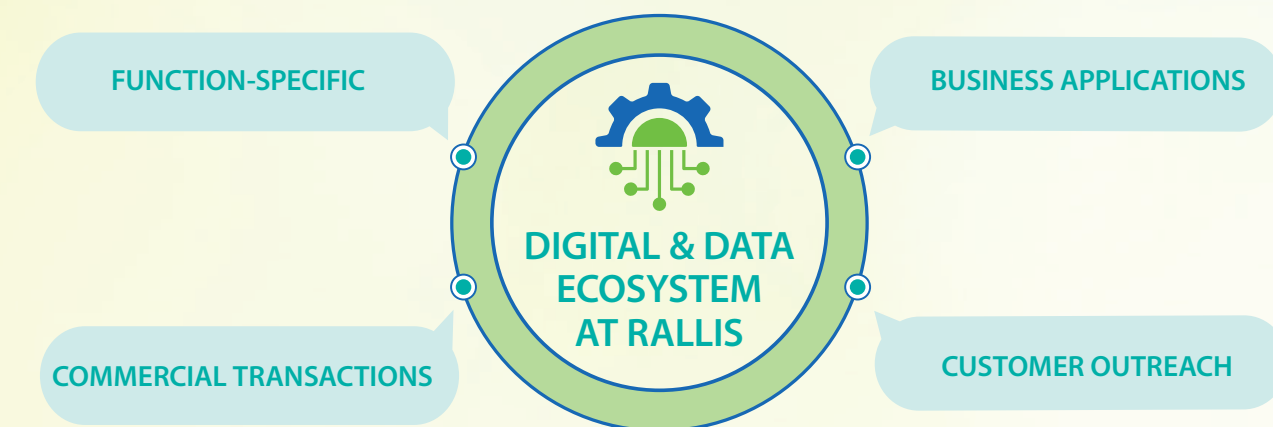
The Rallis Innovation Chemistry Hub (RICH) focusses on the development of crop care solutions through developing a cost-effective route of synthesis and process development for active ingredients apart from developing eco-friendly and high-efficient formulations.

R&D Seeds

AgBio-Tech Center leverages cutting-edge bio-technology tools to develop Seed solutions based on transgenic as well non-transgenic approaches for addressing current and emerging agricultural challenges to ensure sustained farm productivity. Research stations spread across different Agroclimatic zones compliment the Seeds R&D initiatives.

Prioritising Digital Initiatives:

The Company is fostering digital solutions across the operations to enable agility, achieve process excellence and create competitive advantage. This approach emphasises the adoption and integration of digital tools, such as artificial intelligence, data analytics, remote sensing, etc.



AI-based Crop Monitoring System

Rallis' AI-powered crop monitoring system, Drishti 2.0 is now extended to tea crops, providing a Decision Intelligence Platform for comprehensive garden monitoring. The initial phase focusses on flat terrain regions like Dooars (West Bengal) and Upper Assam. Rallis has partnered with major tea groups to implement Proof of Concept (PoC) trials and develop a customised Drishti platform for tea plantations.

One key challenge is monitoring tea plantations with cloud cover and shade trees which is addressed by leveraging Synthetic Aperture Radar (SAR) satellites. Additionally, an

irrigation decision support system is being built based on the water balance approach, assessing moisture levels at the section level.

Drishti 2.0 empowers tea growers with data-driven insights, including 7-day advance pest prediction, to optimise and strengthen the climate resilience initiatives of the tea industry.



Plan Guru (SAP IBP)

Rallis' extensive network ensures its products reaches across India and select global markets. However, the agri-input supply chain has a unique requirement to deliver products quickly across a vast geography within a short selling window to meet the specific needs of each market segment. Additionally, evolving customer needs and unpredictable weather patterns make meeting farmer requirements complex.

To overcome these hurdles and optimise operations for superior customer service, Rallis has implemented Plan Guru, an SAP-powered digital tool (SAP IBP). Plan Guru integrates and streamline supply chain activities of crop care and seeds businesses. This signifies a significant leap towards integrated

business planning, fostering seamless communication and collaboration across the entire supply chain.

B2C FY 2023-24

Crop Care
(Domestic brand):
No. of Dealers: 4,975
No. of Retailers: 63,000+

Seeds:
No. of Dealers: 2,765
No. of Retailers: 47,000+

B2B FY 2023-24

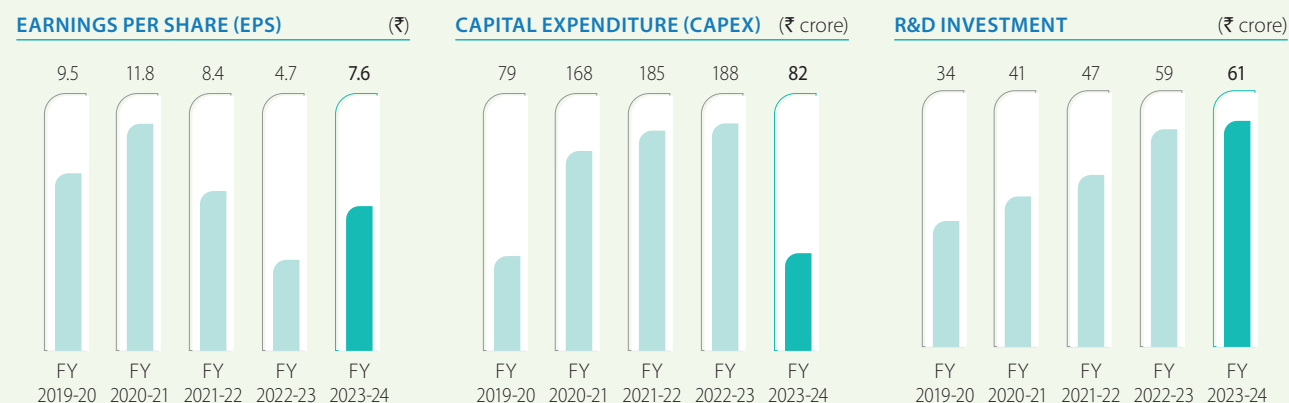
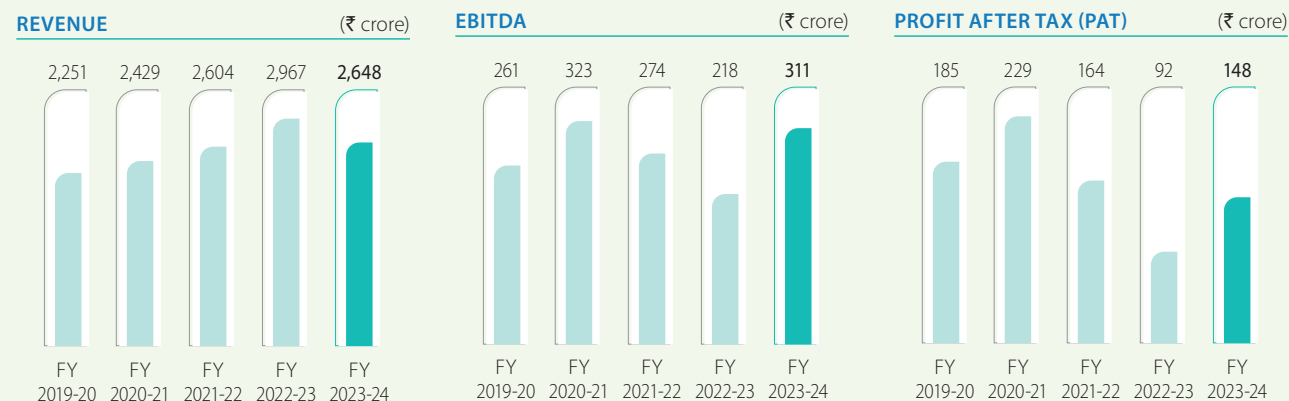
Crop Care
(Domestic Institutional):
No. of Customers: 45+

Crop Care (Exports):
No. of Customers: 75+

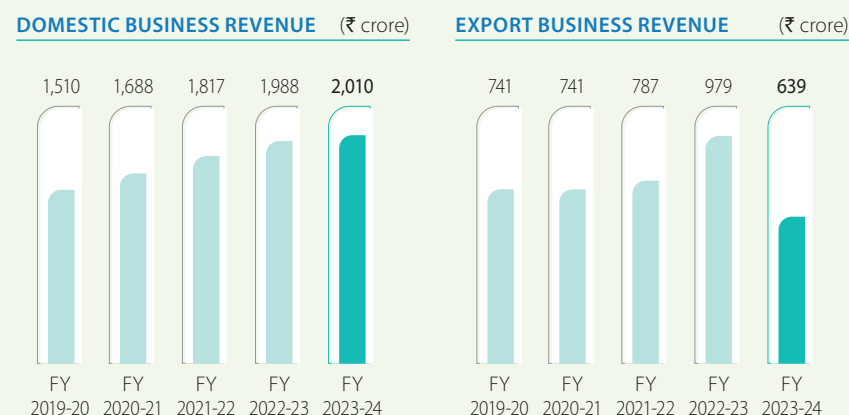
Access to no. of Countries: 70+

Performance Trends

Financial Highlights

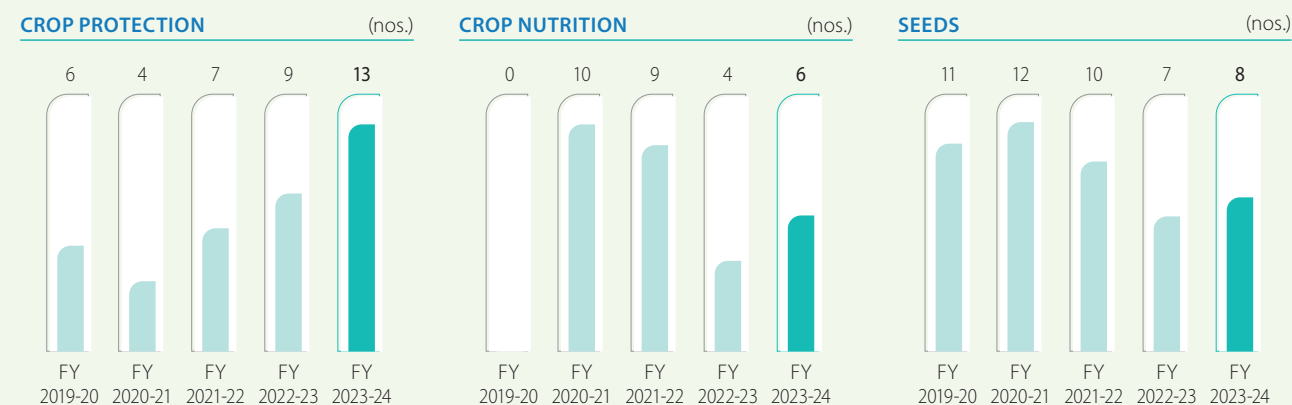


Business-wise Highlights

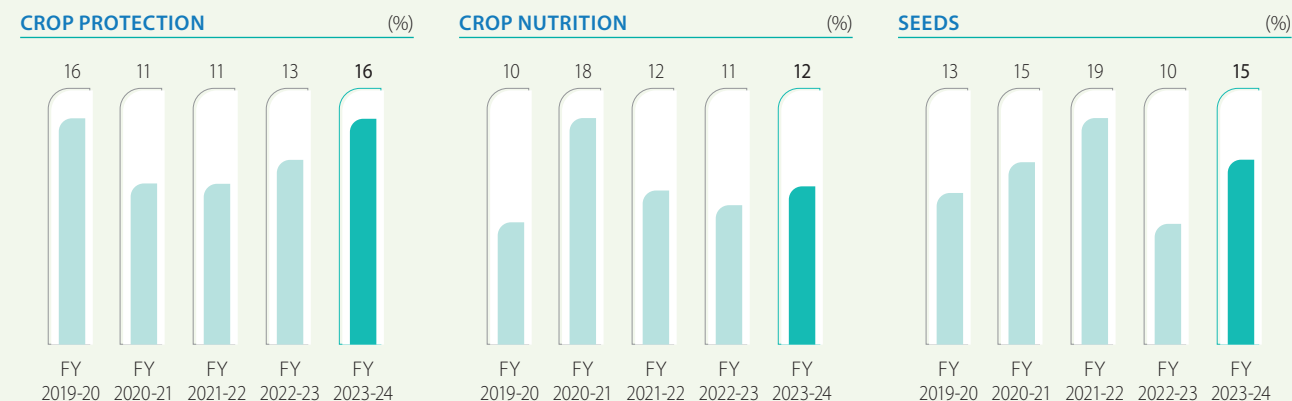


Note: Figures are rounded off to the nearest crore

Domestic Business: Product Launches



Domestic Business: Innovation Turnover Index



Note: Innovation Turnover Index is the revenue share of new products (upto 4 years from year of launch)



Value Creation Model

Business Model

Rallis' business model ensures seamless interlinking from procurement to delivery of goods and services, enhancing the overall performance. Rallis prioritises delivering prosperity to stakeholders while continuously reinventing.

Scope of Operations
Strategic Imperatives
Engaging resources and relationships to create value

Business verticals

Comprehensive presence in the Agri-input business

Crop Care

- Crop protection
- Crop nutrition

Seeds

- Field crops
- Vegetables

Revenue share

Domestic
76%

Exports
24%

Procurement base

Robust procurement base to maintain healthy and timely product outflow to the market

Crop care		Seeds	
400	390+	~12,000	40+
No. of RMs*	Vendors	Production growers	Products
1,500		1,400+	
No. of PMs*		Seed production villages	

*PMs: Packaging Materials; RMs: Raw Materials

Manufacturing Facilities

Crop Care
Akola, Ankleshwar, Dahej CZ, Dahej, SEZ, Lote, 9 Non-exclusive TPFs

Seeds
GP Pally (Exclusive TPF), Kokkonda, Medchal (Non-exclusive TPF)

R&D Innovation Centres

Greater focus on R&D to drive continuous innovation

Crop Care	Seeds
Rallis Innovation Chemistry Hub (RICH), Bengaluru	Agri-Biotech Centre, Bengaluru

Overall Long-term Strategies:

- Expanding portfolio offerings to cater to diverse customer needs and preferences
- Enhancing manufacturing capabilities to improve efficiency and product quality
- Broadening market reach through targeted marketing and distribution initiatives

Domestic Crop Care:

- Serving rural markets with strong brand equity and reach
- Manufacturing, Research and Development infrastructure and partnerships to roll out innovative products

Exports Business:

- Strategic partnerships in key and developing markets
- Strong R&D and execution capabilities

Seeds:

- Portfolio for select field crops, vegetable crops
- Conventional breeding and biotechnology efforts in R&D
- Addressing portfolio gaps through strategic product development or acquisition initiatives

Key Partners

Strong partnership in the operating environment to scale growth

- Institutions
- Regulatory bodies
- Industry bodies
- B2B customers
- Key vendors
- Co-development companies
- Co-marketing companies

[Read more at pages 75-76](#)

Sales and distribution

Farmer Engagement
Rallis Samrudh Krishi (RSK)
Dhaanya Progressive Farmers (DPF)

Channel Partners' Support App
E-Bandhan

Comprehensive Sales Force Automation
E-Sparsh

Crop Advisors Management App
Sampark

A digital platform to manage Farmers' Call Centre
Dr. Vishwas

Multiple Chemistry Competencies

Flexible Multi-Purpose Plants

Strong Business Development & Distribution

Strengthened Capability in People & Processes

Serving Farmers Through Science

Trade Engagement

Cultivating enduring partnerships with trade partners, enriching portfolios and implementing robust loyalty management programmes

Crop Care (Domestic Brand)		Seeds (Domestic Brand)	
4,975	Domestic Dealers	2,765	Dealers
63,000+	Institutional Business Retailers	47,000+	Retailers
	45+ customers		

End customer engagement

Leveraging customer insights and trends to drive effective Customer Relationship Management (CRM) practices to foster lasting relationships and enhance overall satisfaction

Crop Care (Domestic Brand)		Seeds (Domestic Brand)	
1 lakh	Villages connected	35,000	Villages connected
Farmer connect through		Farmer connect through	
Direct channel	Digital channel	Direct channel	Digital channel
~3 Million	₹ 6 crore	~4 Million	₹ 1.2 crore
No. of farmers connected	Invested	No. of farmers connected	Invested

Exports: **70+ Countries** **75+ Customers**

Supply chain management:

- Plan Guru: Implementation of SAP with Integrated Business Planning (IBP)
- Transportation Management System (TMS)
- SeedSure: Leveraging Hybrid Seed Production (HSP)
- DRISHTI 2.0 in Planning and monitoring HSP farms to boost yields

OUTPUT

Quantity Manufactured in FY 2023-24

Crop Care	Seeds
10,686 MT (↓) Technical Grade Products	16,865 MT (↓)
26,633 MT\KL (↑) Formulation Products	

Targeted measures to optimise Sustainability focus

Effluent management

Waste management

Water conservation

Product stewardship

Carbon footprint

[Read more at pages 36-39](#)

Value Creation Model

Harnessing Capitals

Effective allocation and utilisation of our six capitals are integral to generating sustainable value for our stakeholders and fostering enduring positive impact across our entire business landscape. With a balanced approach, the Company has strategically invested and managed these capitals, making prudent trade-offs to ensure optimal outcomes.

Financial Capital

Rallis strives for optimal value creation for all its stakeholders by effectively managing its financial capital. The Company has a rigorous process in evaluating long-term investment decisions for driving sustained growth and shareholders' value creation. Rallis' capital structure is largely based on equity supported by debt on a need basis, which ensures cost-effective source of funds. Focus on free cash flows ensures the strength of Balance Sheet which can be leveraged for accessing internal and external source of funds to tap growth opportunities.

Inputs	Outcomes	Optimising factors
<ul style="list-style-type: none"> ₹ 3,003 crore (↑) Total assets ₹ 1,829 crore (↑) Total equity ₹ 1,964 crore (↑) Capital employed ₹ 82 crore (↓) Capex spent 	<ul style="list-style-type: none"> ₹ 2,648 crore (↓) Revenue from operations ₹ 311 crore (↑) EBITDA ₹ 48 crore (↑) Taxes ₹ 148 crore (↑) Profit after tax ₹ 7.6 (↑) Earnings per share 8% (↑) Return on equity 	<ul style="list-style-type: none"> Timely liquidation Strengthening export mix Better domestic performance Prudent overhead cost management

Manufactured Capital

The state-of-the-art manufacturing facilities consists of 5 Crop care production units and 9 Third Party facilities over and above a Maize cob drying unit apart from 2 Seeds processing units. The Company's commitment to appropriate investment in manufacturing facilities ensures high EHS standards, cost-effective production through technology adoption.

Inputs	Outcomes	Optimising factors
<p>Crop Care (Facility-wise production)</p> <ul style="list-style-type: none"> 11,621 MT\KL (↑) Akola 4,801 MT\KL (↓) Lote 5,215 MT\KL (↓) Ankleshwar 5,557 MT\KL (↓) Dahej SEZ 4,249 MT\KL (↑) Dahej CZ 5,876 MT\KL (↑) TPF Production <p>Seeds (Facility-wise processing)</p> <ul style="list-style-type: none"> 11,489 MT (↓) GP Pally* 5,376 MT (↑) Medchal* 3,398 MT (↓) Kokkonda (Cob drying) <p><small>*TPF</small></p>	<p>Products Manufactured Crop Care</p> <ul style="list-style-type: none"> 14 nos. (=) Technical Grade Products 211 nos. (↑) Formulation Products 70% (↓) Average Plant Utilisation <p>Crop Care: Sales</p> <ul style="list-style-type: none"> 8,255 MT\KL (↓) Herbicides 12,244 MT\KL (↓) Insecticides 8,127 MT\KL (↑) Fungicides 40,805 MT\KL (↓) Crop Nutrition 4,693 MT\KL (↑) Others <p>Seeds: Sales</p> <ul style="list-style-type: none"> 14,251 MT\KL (↑) 	<ul style="list-style-type: none"> Following stringent EHS (Environment Health & Safety) standards Investments made towards facility upgradation, new technology adoption, capacity expansion Exclusive third party arrangements made for seed processing, packing and storage Facilities are supported by state-of-the-art equipments



Multi-purpose plant, Dahej SEZ



Intellectual Capital

Rallis' intellectual capital is the foundation of its competitive edge. It encompasses proprietary processes, germplasm, patents, brands, IT applications, and trademarks. This powerhouse of knowledge, fuelled by scientific expertise, R&D capabilities, and a robust digital infrastructure, empowers the Company to develop differentiated products to remain competitive in the dynamic market landscape.

Inputs

- 2.3% (↑)**
R&D expenditure (as % of Revenue)
- Employees in R&D
Crop Care: 78 nos. (↓)
Seeds : 99 nos. (↓)
- R&D expenditure
Crop Care: ₹ 30.5 crore (↑)
Seeds : ₹ 30.5 crore (↓)
- ₹ 28 crore (↑)**
IT and digital spends
- 28 nos. (↑)**
Technical collaborations

Outcomes

- Innovation Turnover Index
Crop Care: 16% (↑)
Seeds : 15% (↑)
- New patents
Crop Care: Filed-7 | Granted-3
Seeds : Filed-1 | Granted-1

Optimising factors

- Continuous innovation for differentiated products
- Continued scale-up of active ingredients and formulations
- Capitalising partnerships for technology integrations in agriculture
- Integrating digital and analytics solutions to enable agility and excellence in business operations



Human Capital

Rallis fosters a highly engaged workforce, aligned with its stated values of Safety, Passion, Integrity, Customer Centricity and Excellence (SPICE).

Inputs

- 1,657 (↓)**
No. of Permanent employees and workers as at the end of the financial year
- Male:Female = 1,595: 62 (↓)**
Diversity ratio
- 40,811 hours (↓)**
Total training hours
- ₹ 7,500 (↑)**
Training investment per person

Outcomes

- ₹ 1.6 crore (↓)**
Turnover per employee
- 22.07% (↑)**
Permanent employee attrition rate
- 87.6% (↓)**
Employee Engagement Score (Internal survey)
- 4.8% (↓)**
Proportion of women in leadership positions
- 3.1 (↓)**
Training days per employee

Optimising factors

- Undertaking continuous learning and development initiatives
- Adhering to performance management programmes to keep the employee motivation high
- Fostering the culture of progression by promoting and encouraging the movement of employees across different locations, functions and divisions
- Ensuring the highest standard of human rights protection



Social and Relationship Capital

Rallis prioritises building strong, collaborative relationships with all its stakeholders through mutual respect and shared value creation. Collaborative partnerships with communities, supply chain partners, and customers, coupled with impactful social welfare initiatives ensures our reputation as a long-term partner of choice.

Inputs

- ~7 Million (↑)**
No. of Farmers Connected With
- 37 (↑)**
Partners for manufacturing, processing and packaging
- 4 (=)**
Research partners
- ₹ 5.2 crore (=)**
CSR Spend
- 50% (↑)**
Employees Volunteering for CSR Activities

Outcomes

- 63% (=)**
Net promoter score
- 98% (=)**
Supplier satisfaction index
- 7 (↑)**
Volunteering hours per employee
- ~2.2 lakhs (↓)**
Lives impacted through our CSR interventions

Optimising factors

- Adhering to various CSR initiatives that are targeted towards:
 - Education
 - Skill development
 - Water conservation
 - Sustainable agriculture
- Crop care vendor engagement programme "Samagam"
- Seeds production organizers engagement programme "O-Milan"



Natural Capital

Rallis prioritises sustainable practices, implementing a comprehensive range of initiatives to minimise our environmental footprint. Rallis has set ambitious sustainability goals aligned with "Aalingana" initiatives, which outlines TATA Group's aspiration including net zero carbon emissions by 2045.

Inputs

- 3,25,334 KL (↓)**
Freshwater withdrawal
- 4,123 MWh (↑)**
Utilisation of Solar Energy
- 14,958 MT (↑)**
Utilisation of Bio-fuel
- 5.71 MW (↑)**
Renewable Energy Capacity

Outcomes

- 32.97% (↑)**
Energy generated from renewable sources
- 58.62% (↑)**
Water recycled
- 41.88% (↑)**
Thermal energy from renewable sources
- 86.7% (↓)**
Green manufacturing index
- 2,952 MT (↑)**
CO₂ emissions avoided

Optimising factors

- Launched waste-to-wealth initiatives
- Initiated rainwater harvesting in water-distressed areas
- Developed environment-friendly products
- Adhering to renewable power adoption

Materiality Assessment

Material Issues Impacting Value Creation

Materiality assessment plays an important role in shaping the ESG journey and enhancing the ability to create value for our stakeholders. The objective being to strive to understand and resolve the key material issues that impact our business, to achieve long-term success as a responsible and sustainable business.

Materiality Analysis

Materiality analysis helps to identify areas to provide the most value and drive strategy.



Identifying material issues

Identified material issues based on global standards, stakeholder inclusion and aligning with goals and objectives



Evaluating current status

Study of internal and external factors, Product value chain and SWOT (all group companies) analysis

1. Engaging with internal cross functional team
2. Evaluating the long-term strategy plan for Science Based Targets initiatives (SBTi)
3. Progressing to Net Zero Carbon emission



Mapping ambitions

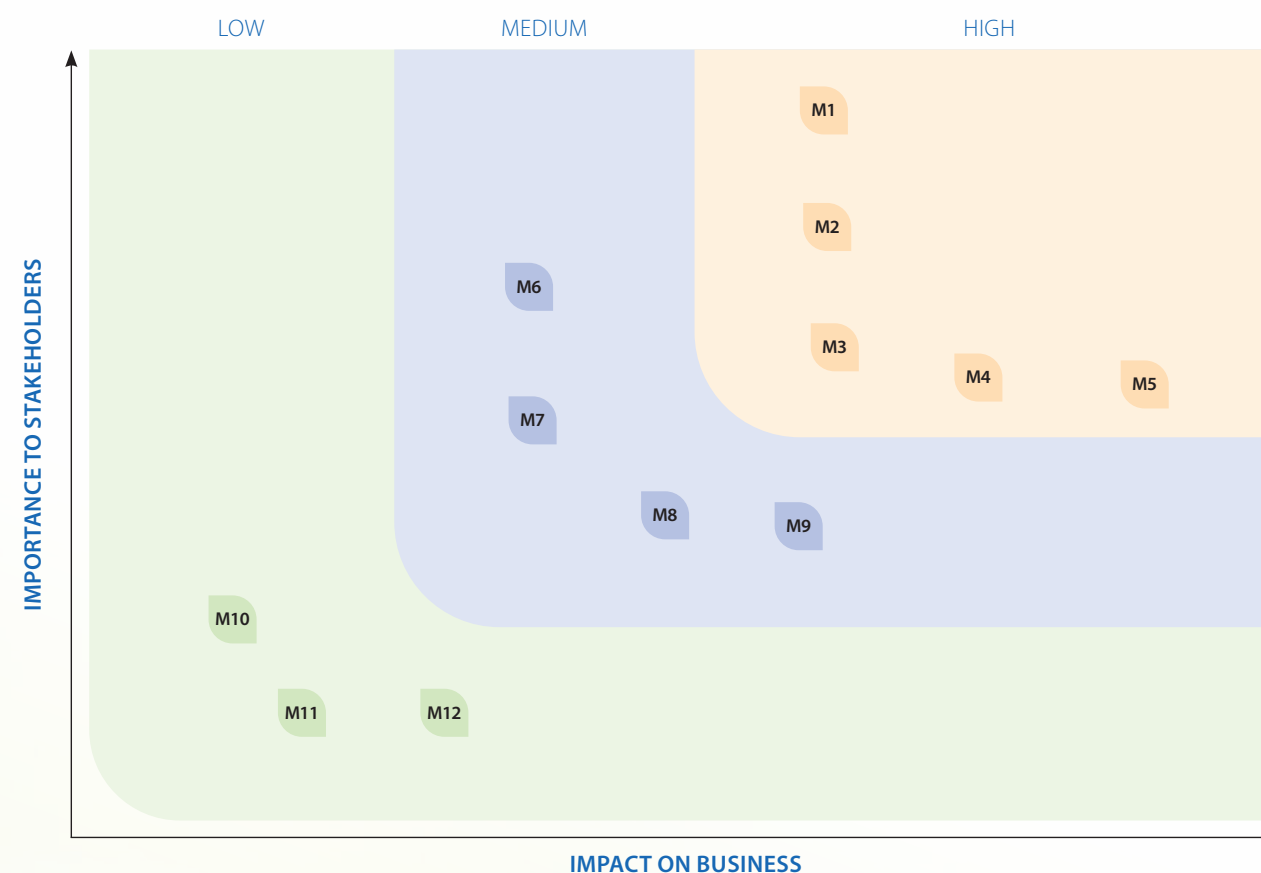
1. Prioritising actionable themes for now and for 2030
2. Revamping the strategy to align with all geographies



Identifying critical and key action areas

Prioritising the key areas into short, medium and long-term needs as per internal and external stakeholders' relevance

Approach to finalise material matters



Material topics selected for FY 2023-24

Highly Critical Areas		Medium Critical Areas		Low Critical Areas	
M1	Health & Safety	M6	Governance & Ethics	M10	Community Relations
M2	Process and Product Innovation	M7	Human Capital Development	M11	Energy Efficiency of Operations and End Products
M3	Supply Chain	M8	Pollution Prevention	M12	Diversity, Engagement, Benefits and Retention
M4	Management of the Legal & Regulatory Environment	M9	Access to Technology		
M5	Climate Change Mitigation and Adaptation				



Highly Critical Material Aspects

MATERIAL ASPECTS AND ITS CONTEXT



Occupational Health and Safety Management

Employees face risks of working with hazardous chemicals at plants, occupational health & safety (OHS) and complacent individual behaviour

Impact on value creation

Adverse incidents (loss of life, lost days, damage to assets, environment) due to safety gaps may impact business operations, reputation, relationships.

Mitigating actions

- 1) Continual improvement in responsible manufacturing and lead indicator tracking
- 2) Felt leadership and stakeholder engagement to promote safety culture
- 3) Digitalisation and data analytics
- 4) Safety risk assessment and audit
- 5) All sites are ISO 45001:2018 certified
- 6) Providing regular safety training for our permanent and contractual employees

Process and Product Innovation

Impact on value creation

- 1) Reduce technological and market uncertainty
- 2) Faster business growth
- 3) Increase in profitability
- 4) Satisfaction of internal and external stakeholders

Mitigating actions

- 1) Research, development centre and pilot plant facility
- 2) Dedicated team for technical cell
- 3) Process and Product studies and dominates in the early stages

Management of the Legal & Regulatory Environment

Impact on value creation

- 1) Loss of reputation
- 2) Penalties
- 3) Business continuity

Mitigating actions

- 1) Legal Compliance Management (LCM) monthly tracking system
- 2) Periodic review by the Board/Committee of the Board

MATERIAL ASPECTS AND ITS CONTEXT



Supply Chain

Impact on our value creation

- 1) Business continuity
- 2) Market reputation
- 3) Customer commitment

Mitigating actions

- 1) Investment in new capacities and maintaining existing ones to manufacture quality products and in building inbound/outbound logistics to ensure efficient supply chain. These investments also help manage our environmental footprint
- 2) Optimising procurement vendor base to de-risk and ensure healthy and timely supplies
- 3) Optimising outbound logistics and modes to enhance customer service and reduce freight cost
- 4) Enhanced active ingredients manufacturing capacities, commissioned multi-purpose plant (MPP)
- 5) Enhanced reach in Crop Care through dealer network realignment

Climate Change Mitigation and Adaptation

Impact on our value creation

Climate change can directly and indirectly impact the operations across the value chain right from operational efficiencies to logistics

Mitigating actions

- 1) Committed to Science Based Targets initiatives (SBTi) to reduce absolute carbon emission and progress to Net Zero Carbon emission
- 2) Climate adaptation study for organisation



Stakeholder Engagement

Rallis establishes strong communications with its stakeholders for building trust and is designed to encourage accountability, transparency, and enhanced participation to enable them to make informed decisions.

Embedding sustainability principles into the very fabric of Rallis, the Company cultivates an inclusive growth culture that resonates both within and beyond the boundaries of our organisation.

Approach to stakeholder engagement

Stakeholder identification	Shareholder/Investors	Customers	Suppliers/Partners	Employees	Community, Society, CSR-Project Leaders
Importance	The providers of necessary capital and investment that drive the growth and sustainability of the organisation	Represent the purpose of the business, as they are directly involved in the consumption, production, distribution, and sale of products and services, thereby influencing market demand and revenue generation	Play a pivotal role in ensuring the smooth operation of the business by providing essential resources, expertise, and collaboration, contributing directly to the quality and efficiency of the products and services offered	Employees, contributing their skills, dedication, and creativity towards achieving Company objectives, driving innovation, and fostering a positive work culture essential for long-term success	Encompass the broader societal impact of the organisation, reflecting its commitment to corporate social responsibility (CSR) initiatives. Engaging with these stakeholders enhances the Company's reputation and fosters positive relationships and goodwill within the community, ultimately contributing to sustainable development and societal well-being
Engagement channels	<ul style="list-style-type: none"> Annual General Meeting (AGM) and other Periodic email communications and Stock Exchange intimations Investor/analysts meet/conference calls Annual report Quarterly results Media releases, Company website 	<ul style="list-style-type: none"> Website, ECRM, distributor/retailer/direct customer meets Senior leaders customer meets/visits Customer plant visits COO club Achievers meet Key Account Management workshops Focussed group discussions Membership in trade bodies Complaints management helpdesk Conferences Information on packaging Customer Surveys Net Promoter Score Participation in Bhagidhari Sabha (community engagement forums) Social and Digital platforms 	<ul style="list-style-type: none"> Supplier prequalification and communication meets Supplier plant visits and partnership meetings Memorandum of Understanding (MoU) agreements Trade association meets/seminars and engagement in professional networks Contract management/review processes Product workshops and onsite presentations for suppliers Development of framework agreements Conducting satisfaction surveys with suppliers Collaboration in joint business development initiatives 	<ul style="list-style-type: none"> Senior leaders' communication/talk/forum Town hall briefings for all staff Goal setting and performance appraisal meetings/reviews Conducting exit interviews for departing employees Participation in arbitration/union meetings Implementation of wellness initiatives for employee well-being Emphasis on workplace safety measures and initiatives Conducting employee engagement surveys Regular email updates to staff members Utilisation of intranet platforms for internal communication Displaying information on flat screens across the workplace Updating relevant information on Company websites Dissemination of messages through poster campaigns Distribution of house magazines and circulars Sending newsletters to employees regularly 	<ul style="list-style-type: none"> Community meetings/visits Attendance at local authority and town council/committee meetings Location head's meet (meetings with leaders at specific locations) SWOT council meetings (Strengths, Weaknesses, Opportunities, Threats) Involvement in community projects Partnership working with NGOs Encouraging volunteerism among employees Participation in seminars and conferences relevant to community engagement and development
Frequency of engagement	<ul style="list-style-type: none"> Annual Quarterly Need-based 	<ul style="list-style-type: none"> Annual Monthly Need-based 	<ul style="list-style-type: none"> Annual Quarterly Need-based 	<ul style="list-style-type: none"> Annual Quarterly Monthly Need-based 	<ul style="list-style-type: none"> Need-based
Material matter impacted	M1, M2, M4	M2, M4, M5	M3, M4, M6	M1, M2, M7, M11	M5, M10, M12

Our engagement approach with our growth partners

Domestic Crop Care

Farmers

Our guiding principle of engaging with farmers is through crop life cycle solution-centric approach. 'Dr. Vishwas' Helpline and Rallis Krishi Samadhan Mobile App complements Advisory services. The likely interventions and appropriate suggestions are made for each stage of crop.

Channel Partners

Rallis is working at creating long-term relationships with its Channel Partners through Anubandh Retailer Club for select retailers and through MD Elite & COO Club for key distributors. Also, periodically the Company conducts FGDs with farmers and Channel partners to understand the market dynamics. With select Channel partners, Bhagidhari Sabhas are conducted for their inputs on business planning.



Focus Group Discussion

Exports Business

The Exports Business team has taken a slew of initiatives to strengthen relationships with strategic partners by exploring new geographies for existing products and evaluating opportunities for new products. It helps our customers get the new products by fast-tracking the registration process in overseas countries. The team also focusses on developing new distribution networks in Asian and African countries to maximise sales and product offerings

Seeds

Farmers

Farmers are connected through on-ground pre-season, off-season and product differentiation activities. Key farmers are part of the Dhaanya Progressive Farmers (DPF) initiative and are also engaged in testing and promoting new products.

Channel Partners

The Channel Partners engagement programmes which are Milan, Milap, Regal, Arohi and Dhaanya Edge aimed at building a loyal group of retailers and distributors.



Farmer interaction after Product differentiation activity



Operating Context

Market Insights and Strategic Agility

Supply and Demand Volatility

The industry faced supply challenges during the pandemic, leading to price increases and strategic buying. Bullwhip effects caused significant price drops and excess supply, but the industry is expected to return to normal growth trends.

Our Response

- Flexibilisation of manufacturing infrastructure to address the demand readiness

Technology-led Disruptions

Digital and precision technologies are transforming the agriculture value chain, with increasing AI usage in R&D and drone adoption. Biologicals, combined with chemical solutions, offer growth opportunities supported by formulation advancements.

Our Response

- Adopting digital tools to strengthen planning process
- Embracing evolving technologies across its operations

Growing Population & Changing Food Habits

Rising population and increasing awareness drives informed decisions on food consumption, impacting the agriculture value chain. Economic growth in developing countries alters dietary habits, affecting the Agri input industry.

Our Response

- Prioritising Greener Chemistry and Product supporting sustainability

Climate Change and Farm Sustainability

Climate change poses a significant challenge to agriculture, with predicted productivity drops. Addressing environmental impacts is crucial for sustainable farming practices.

Our Response

- Focussing on environment-friendly portfolio
- Develop climate resilient traits

Market Competition

Global players are addressing post-consolidation effects through cost optimisation and diversification strategies. Patent expiries present opportunities, with an estimated market value of around \$ 6 Bn.

Our Response

- Enhancing portfolio, market reach and widen customer base in domestic and international markets

Regulatory Ecosystem

Agri-inputs face stringent regulations, especially in emerging platforms like biologicals and gene editing. Evolving regulations aim to address agriculture's pressing challenges.

Our Response

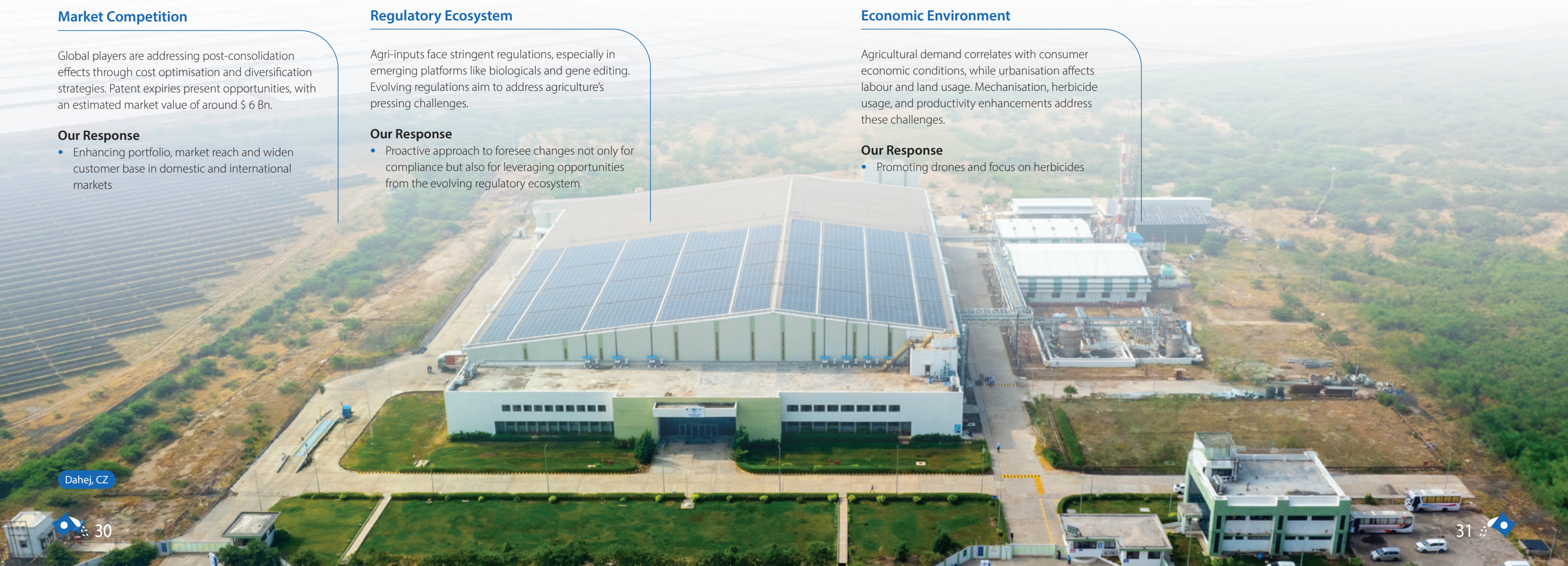
- Proactive approach to foresee changes not only for compliance but also for leveraging opportunities from the evolving regulatory ecosystem

Economic Environment

Agricultural demand correlates with consumer economic conditions, while urbanisation affects labour and land usage. Mechanisation, herbicide usage, and productivity enhancements address these challenges.

Our Response

- Promoting drones and focus on herbicides



Strategies and Outlook

Strategic goal is to establish an organisation that embodies sustainability and resilience, ensuring continued relevance in the Agri-input sector, through targeted efforts aimed at addressing sector-specific challenges, thereby making a lasting impact on our stakeholders.

	Objective	Focus areas	Enablers
<p>Sustainable growth initiatives in crop protection</p>	Expanding and strengthening crop protection business	<ul style="list-style-type: none"> Portfolio expansion of active ingredients Development of formulation products 	<ul style="list-style-type: none"> Strong Partnership base Strengthened existing portfolio Differentiated pipeline portfolio
<p>Strengthening Custom synthesis manufacturing (CSM) business</p>	Optimising the international business	<ul style="list-style-type: none"> Enhanced R&D capabilities and manufacturing infrastructure Upgrading pilot plants to strengthen process scale-up capabilities 	<ul style="list-style-type: none"> Recently commissioned multi-purpose plant Onboarding new partners for wider specialty chemistry play including agrochemicals Global EHS and Quality standards Complied manufacturing units

	Objective	Focus areas	Enablers
<p>Advancing sustainability through crop nutrition and seed technology</p>	Addressing sustainability related challenges of agriculture sector	<ul style="list-style-type: none"> Focussing on niche segment of non-subsidised fertilisers and crop nutrients Developing and marketing hybrid seeds for field crops and vegetables 	<ul style="list-style-type: none"> In-licensing partnerships with leading players Commissioned water-soluble fertiliser manufacturing infrastructure at its Akola unit Conducting joint field trials for evaluating appropriate biological solutions
<p>Digital transformation for future growth</p>	Transforming into an Insights driven enterprise	Building advanced data and analytics capabilities	<ul style="list-style-type: none"> Aligned digital vision Investment in digital infrastructure Training and skill development Stakeholder support



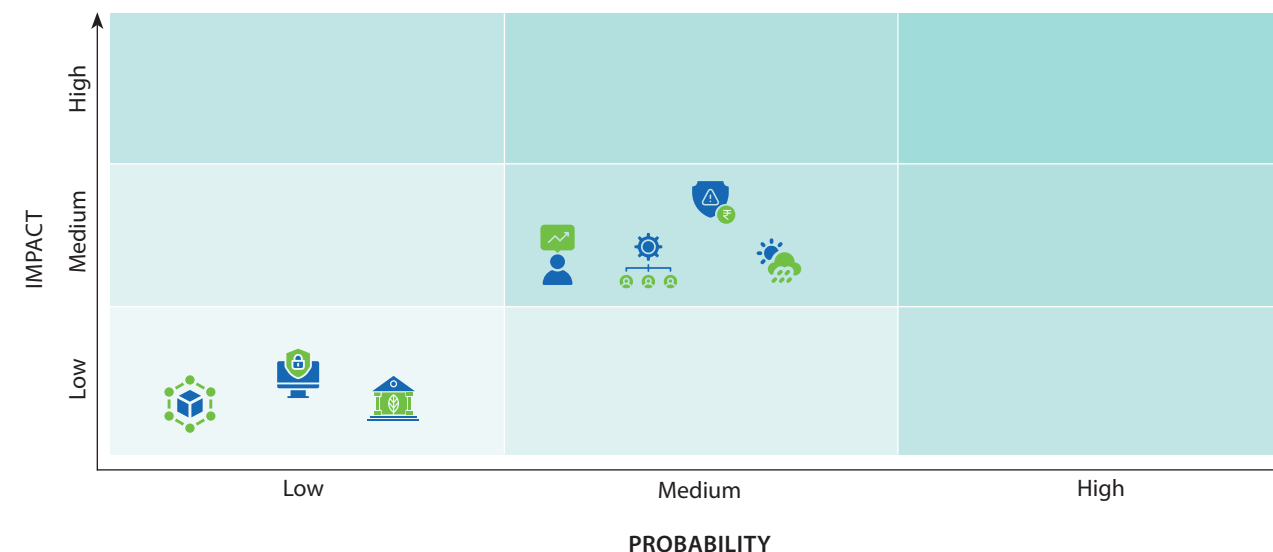
Risk Management Framework

The Board of Directors have adopted a Risk Management Policy and Enterprise Risk Management Framework to identify, assess and determine the key strategic and business risks and potential threats to the Company and to put in place mitigation plans to hedge and control them. Simultaneously, the leadership team continuously scans the external environment to identify new or emergent risks and opportunities. The risk refresh exercise is done periodically, and the Board is updated on the same.

Risk type	Impact	Mitigation approach	Capital interlinked
<p>Climate Change</p>	The agriculture sector, susceptible to climate change, faces uncertainties regarding the timing and severity of monsoons in different regions, potentially affecting business objectives	<ul style="list-style-type: none"> Extending the use of digital platforms like Drishti for better forecasting and planning Geographic spread of business and a wide portfolio helps to reduce the impact 	
<p>Environmental Social and Governance</p>	Handling and storing chemicals, minimising carbon emissions, promoting a circular economy, and responding to policy changes may not only pose reputation risks but also lead to penalties and broader operational impacts for the Company	<ul style="list-style-type: none"> Target Zero Liquid Discharge for all the manufacturing locations Reviewing process safety and risk management and remediation of identified gaps Adherence to carbon footprint and carbon abatement plans 30% reduction by 2030 Review of HIRA (Hazard Identification and Risk Assessment) for all activities Ensuring understanding implementation of the Code of Conduct, applicable laws/regulations 	
<p>Cyber Security</p>	Unauthorised access to sensitive information may lead to cyber-attacks and data leakages or disruption of operations	<ul style="list-style-type: none"> The Vulnerability Assessment and Penetration Testing (VAPT) is conducted annually and gaps are analysed and remedied Red Teaming is completed during the year and further actions planned There is a continued focus on updating business continuity and disaster recovery plans Focus on training and awareness including for phishing 	
<p>Inadequate Portfolio</p>	Inadequate/low innovation turnover index can impact market share and can hamper profitable and sustainable business	<ul style="list-style-type: none"> Accessing new active ingredients through alliances and partnerships Scaling up of new products Migrating to new age formulations with focus on lower toxicity 	

Risk type	Impact	Mitigation approach	Capital interlinked
<p>Talent Management</p>	Loss of key personnel or inability to attract or retain skilled talent can adversely affect operations	<ul style="list-style-type: none"> Conducting competency mapping exercises to evaluate gaps for filling critical positions and upskilling employees for future roles Increasing bench strength 	
<p>Supply Chain Disruptions</p>	Dependency on a limited number of vendors for crucial raw materials may disrupt the supply chain, potentially hindering the achievement of business objectives	<ul style="list-style-type: none"> Focussed reduction in dependency on single suppliers Development of India-based vendors to reduce China dependency Strategic procurement of key materials to mitigate disruptions Backward integration to reduce import dependency 	
<p>Absence of Competitive Demand Generation</p>	Inability to achieve required farmer coverage can hamper the growth of our business	<ul style="list-style-type: none"> Investing in demand generation activities Added focus on digital tools Improving the efficiency and effectiveness of investments behind demand generation activities Scaling up of differentiated products Aiming for a high product freshness index 	

Risk Mapping



ESG Approach

Leading with Responsibility

Rallis is committed to integrate Environmental, Social and Governance principles into its business. The Company identifies and prioritises ESG issues material to its business and ecosystem through a structured stakeholder engagement comprising of Community, Employees, Investors, Regulators, Customers, Value chain partners and other stakeholders. To deliver these commitments, Rallis has well defined policies. As a signatory to Responsible Care, the Company is committed to drive continuous improvement in safe chemicals management and achieve excellence in environmental, health, safety and security performance.

The Company has a Board-level Safety, Health, Environment and Sustainability Committee. This Committee provides valuable direction and guidance to the Management to ensure that Safety and Sustainability implications are duly addressed in all-new strategic initiatives, budgets, audit actions and improvement plans.

Sustainability Initiatives

16,490 MT

CO₂ emissions reduced over baseline target FY 2020-21

2.97%

Reduction in water withdrawal

13,525 MT

Waste recycled

1,88,357 GJ

Energy accumulated from renewable sources

2.87%

Reduction in water consumption

₹ 5.9 crore

Spend on Employee wellbeing

Solar panels at Dahej, CZ

ESG Approach

Environmental

Environmental and Sustainability Practices

Sustainability is at the core of the business strategy and its commitment to sustainability, aligns with ESG principles. The company goes beyond compliance, safeguarding the environment, adhering to the highest governance standards, and following the sustainability principles set forth by the Tata Group as articulated in its Project Aalingana.

Key Commitments:

30% reduction in absolute CO2 footprint by 2030

Continue to be No Red Triangle Portfolio

All pipeline formulations are relatively low toxic to Honeybees

Development of eco-friendly formulations

33% Energy from Renewable sources by FY 28

Harvesting 10 times more water than our consumptions by FY 28

Impacting 5+ Lakhs people under CSR Projects by FY 28 (25% from Affirmative group)

100% Thermal Energy from renewable sources by FY 27

Rallis drives sustainable growth by investing in renewable energy, circular economy principles, and energy-efficient technologies and is on a path of continuous improvement, minimising environmental footprint and long-term value creation for the stakeholders. Rallis has embedded ESG principles in its business practices. The Company integrates these principles into its decision-making processes, ensuring a positive impact on society, the environment and its financials.

Progress on Zero Liquid Discharge (ZLD) Initiatives

Rallis has successfully achieved the capability of ZLD at Akola and Dahej CZ manufacturing units. The Ankleshwar unit currently possesses ZLD capability and is actively working to optimise processes to achieve ZLD. Dahej SEZ and Lote units are also developing ZLD capabilities.

Waste Reduction

Rallis has committed to achieve zero landfill by 2035 by embracing circular economy principles through waste minimisation, reuse, and recycling. The Company has invested and collaborated with other ancillaries to optimise process waste. These strategies will help in converting process waste into value-added products.

Energy & Emissions

Rallis established a significant milestone towards sustainability with the installation of a 4.4 MW solar power plant at the Dahej CZ in 2016. Rooftop solar projects installed at Akola with 309 KWP, Dahej CZ with 991 KWP and 12 KWP at Ankleshwar. More than 30% of energy mix now comes from renewable sources. As a part of its long-term plan, Rallis is aiming for 100% renewable source of thermal energy.

Key Sustainability Highlights:

Sustainability area	Parameter	FY 24	FY 23
Water Management	Water Harvested MCM	3.92	3.53
	Water Recycled %	58.62	50.63
Energy	Green Thermal Energy - GJ	1,73,513	1,47,204
	Renewable Energy - GJ	1,88,357	1,59,036
Waste	Waste Recycling - MT	13,525	13,278
	Waste Coprocessing - MT	2,825	2,076
Air Emission	SOx - MT	29.94	16.78
	NOx - MT	24	14.68
	SPM - MT	27.09	25
GHG Emission*	Scope - 1	29,022	27,358
	Scope - 2	27,258	26,019

* Emissions from biogenic sources (biomass) are 17,681 MTCO2e for FY 2023-24

ESG Approach

Social

Rallis believes that the well-being of the stakeholders is vital for sustainable business.

CSR initiatives:

CSR programmes are designed such that they are relevant to the local and national context and address a majority of UN Sustainable development Goals (SDGs) and the Core principles of CSR of the Tata Group. Rallis aspires to improve the quality of life of its community (30% AA) it serves through enhancing socio-economic conditions by 25% by FY 28.

Rallis is implementing its CSR through subject matter experts and TCSR (Tata Chemicals Society for Rural Development). In the current year, Rallis got various recognitions: Excellence in Volunteering, Significant Adoption in Tata Affirmative Action Programme (TAAP) and for other initiatives such as Jaldhan, Unnat Gram, Saksham Gram and RUBY.

Jaldhan: Rainwater harvesting initiative covering 14 villages of Gujarat and Maharashtra, harvested 3.92 MCM rainwater. Ensuring community ownership through Shramadhan and financial contribution from villagers.

TaRa: Empower women and youth through enhancing their skills. In partnership with Light of Life Trust, Rallis runs 2 centers in Maharashtra. During the year, 1,000 trainees were enrolled and imparted various skills.

Center Sustainable Agriculture and Farm Excellence (C SAFE): Improve farm prosperity through sustainable agriculture. Rallis works with the member farmer of identified FPC (Farmer Producer Company).

Rallis Ujwal Bhavishya Yojana (RUBY): Improve the academic performance of students by providing quality education and capability building of teachers. The initiative spreads over 4 states covering 55 schools, including 3 Special children schools and impacting 8,064 students (73% AA).

Unnat Gram: Holistic development of Tribal communities through developing biodiversity and livelihood resources. Unnat Gram is implemented in Aspirational district of Narmada from Gujarat covering 7 villages and 3 villages from Maharashtra impacting more than 4,200 tribals.

Saksham Gram: Improve the quality of life of the villagers through education, skill development and livelihood enhancement. Covered 8 villages in Telangana.



Skill Centre at Akola

Safety

Rallis emphasises both technical controls and employee behaviour to prevent accidents and ensure a safe work environment. The Company has implemented best practices for PSRM and actively learnt from others by sharing best practices across leading manufacturers. Rallis undergo regular audits by external customers and the Tata Group, ensuring the practices remain robust.

Safety highlights in FY 24

- Implemented a comprehensive Process Safety Risk Management (PSRM) programme at Dahej SEZ and Ankleshwar units and being extended to other units
- Implemented Behavioural based safety training at all units
- Safety management software solution is implemented across location for reporting various safety-measures like safety incidents, near-miss observations identified through BBS (Behaviour Based Safety) programmes. A dedicated portal (Butterfly) launched for Management of Change (MoC) initiatives. The various safety KPIs are provided in data analytics dashboard for real-time insights
- Senior management actively participates in monthly safety review meetings, ensuring high-level accountability for safety performance across the

organisation. Conducted Safety Felt leadership programmes specifically designed to equip line managers and business partners with the necessary skills to promote a positive safety culture within their teams

Total Recordable Injury (TRI) Frequency Rate (No. of TRI/million man-hours worked)

2020-21	2021-22	2022-23	2023-24
0.26	0.32	0.14	0.15

Lost Time Injury Frequency Rate*

2020-21	2021-22	2022-23	2023-24
0.06	0.19	0.09	0.00

*A lost time injury is one that results in time lost from work of one day/shift or more.



Dahej, SEZ

Other stakeholders:



Customers

Commitment to Product Quality and Safety:

Quality Policy of Rallis commits itself to enhance customer value by providing Science-led inputs through outstanding Product Quality at competitive cost. The Company strives to enhance product quality, process performance and competencies of employees leading to customer delight. Company's products undergo a stringent quality assurance process supported NABL-accredited labs.

Customer Satisfaction:

Rallis prioritises building trust and strong relationships with customers, including farmers, distributors and retailers. The Company employs various methods to gather feedback and engage with customers, including farmer meetings, helplines, social media interactions, and loyalty programmes. This multi-channel approach allows the Company to address a wider range of customer concerns. Rallis also conducts Customer Satisfaction surveys through external agency once every two years to get valuable insights that are used to improve various aspects of the operations and ultimately boost customer retention and growth.

Responsive Customer Service:

Rallis has multiple touchpoints through which customers can connect with the Company not only to resolve their queries and complaints regarding products and services but also about package of practices. In person touchpoints are crop advisers, retailers and sales & marketing team members. Distance-based touchpoints are Dr. Vishwas Helpline (10 language support), Social Media Platforms like Facebook, Instagram & YouTube and other touchpoints like cmc@rallis.com and the corporate website. With the objective of providing relevant information in an accurate and timely manner, the Company has developed standard response and FAQs on products and services in vernacular languages. Continuous feedback is taken from international customers regarding changing requirements and providing inputs to R & D and Manufacturing to satisfy customers' emerging needs.



Employees

Culture of Engagement:

A sustained high level of employee engagement achieved through fostering initiatives such as encouraging open communication, providing opportunities for learning & development, supporting education & skill enhancement, offering other welfare measures aimed at physical and mental wellbeing of employees. Employees are encouraged and empowered to take the ownership with the sense of autonomy and freedom to pursue their passion and ideas through various cross-functional projects. There are various formal and informal recognition programmes across the functions through which the employee achievements are recognised and awarded appropriately. These initiatives help in creating a positive work environment where employees feel motivated, valued, and empowered. These efforts are reflected in the Company being recognised as a Kincentric Best Employer 2023.

Other stakeholders:



Suppliers

Reliable supplier ecosystem:

Rallis values its suppliers critical for its day-to-day operations and comprising and domestic (including MSMEs) and international firms. The Company has a multi-dimensional approach for engaging with its vendors and annually undertake vendor satisfaction survey. In the Seeds business, organisers and growers play a critical role in carrying out hybrid seeds production and they are duly recognised during annual engagement programmes.



Rallis recognised as Kincentric Best Employer 2023

ESG Approach

Governance

Recognising Corporate Governance as essential for fostering sustainable growth and facilitating long-term value creation, Rallis consistently refines its performance objectives, striving to optimise sustainable returns for stakeholders while deeply embedding ethical behaviour within its corporate culture. Corporate Governance is anchored in the principles of accountability, transparency, and fairness, transcending mere regulatory adherence.

Dedicated to upholding the Tata Code of Conduct (TCoC), Rallis ensures adherence to the values and standards guiding Tata companies, thereby promoting ethical conduct throughout its operations. The TCoC, serving as a cornerstone of ethical behaviour, is readily accessible on the company's website, thereby reinforcing the Company's commitment to transparency and accountability.

Click on this link to read more about TCoC: <https://www.rallis.com/about-us/governance-policies>

Organisational Code of Conduct

- ✔ Tata Code of Conduct (TCoC)
- ✔ Governance Guidelines on Board Effectiveness
- ✔ Anti-Money Laundering and Anti-Bribery and Anti-Corruption Policy
- ✔ Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace

- ✔ Whistleblower Policy
- ✔ Code of Corporate Disclosure Practices
- ✔ Business & Human Rights Policy
- ✔ Code for Prevention of Insider Trading

Composition and Diversity of the Board

As the highest governing body within Rallis, the Board of Directors serve as the cornerstone of the Corporate Governance practices. Upholding the Company's ethical standards and robust governance framework, the Board is dedicated to acting in the best interests of the Company and its stakeholders. Supported by various committees, each with clearly defined mandates, thorough oversight and direction in alignment with the Company's Mission, Vision and Values, is ensured.

Rallis is led by an active and experienced Board, which guides the senior leadership to ensure seamless business operations and effective communication with the Board. Regular reviews of the

Board's composition are conducted to align with the diverse skills, expertise, and competencies necessary for the industry and sector. These assessments are transparently disclosed in the Corporate Governance Report.

Delve into the Corporate Governance Report integrated within this <IR> at pages 86-115

Governance and Sustainability

Corporate sustainability entails addressing the societal impact head-on. There are a range of processes and special projects to foresee and address concerns proactively, aiming to make a positive difference. The efforts are geared towards embracing the majority of the 17 Sustainable Development Goals (SDGs), with a focus on enhancing economic capital, preserving environmental integrity, promoting economic development, and nurturing social capital.

Board Composition as at April 1, 2024



Board members



Independent Directors



Non-Executive Directors



Average tenure of Board members (years)



Board members within the age 50-60 years



Board members with age 60+ years

Board of Directors



Mr. Bhaskar Bhat
Chairman and Non-Executive
Non-Independent Director



Ms. Padmini Khare Kaicker
Non-Executive Independent Director



Dr. C. V. Natraj
Non-Executive Independent Director



Narain Duraiswami*
Non-Executive Independent Director



Dr. Punita Kumar - Sinha*
Non-Executive Independent Director



Mr. R. Mukundan
Non-Executive Non-Independent Director



Mr. Sanjiv Lal**
Managing Director & CEO



Dr. Gyanendra Shukla##
Managing Director & CEO



#Appointed w.e.f March 1, 2024

*Ceased to be a Director on completion of tenure on March 25, 2024

**Ceased to be the MD & CEO on completion of tenure on March 31, 2024

##Appointed as the MD & CEO w.e.f April 1, 2024

For further details on the Committees, please refer the Corporate Governance Report

Board Committees

- A** Audit Committee
- B** Nomination and Remuneration Committee
- C** Stakeholders Relationship Committee
- D** Corporate Social Responsibility Committee
- E** Safety, Health, Environment and Sustainability Committee
- F** Risk Management Committee

Chairperson Member

Major Awards & Achievements

Received silver award under Excellence in BRSR-Mid Cap (Manufacturing Sector) from **"ICAI Sustainability Reporting Awards FY23"**

Awarded with **"Treasure Tech Innovation Initiative of the Year"** award in 12th edition, CFO Vision & Innovation Awards
Rallis Treasury Head was awarded as **Treasury Champion**

Received 3 awards in the medium size category in Tata Group Volunteering Conference (VOLCON) which was hosted by Tata Sustainability Group viz. **Highest per capita volunteering hours, Highest unique volunteers, Award for Excellence in Volunteering**

Received **Corporate Environment Responsibility** award from Southern Gujarat Chamber of Commerce & Industry (SGCCI) and GPCB, Dahej SEZ factory

Received iNNCOTECH award for project **"Driving sustainable efficiency: Transitioning to continuous Nitration"**, Dahej, SEZ

Received **"Making Customer Smile Award"** for "DR8336" hybrid paddy from the Tata Group

Awarded **"Leader in Water Management"** under the category of Chemicals and Petro Chemicals from FICCI, for Dahej SEZ factory

Awarded as the **"Best Safety Performance Award"** for its Lote factory by the National Safety Council MH Chapter for three consecutive years best safety performance

Recognised with **"Significant Adoption"** award for surpassing 550+ score in Tata Affirmative Action Programme (TAAP) Journey. For the current year, Rallis is among the Top-4 Companies in the Tata Group

Recognised as a **Kincentric Best Employer 2023** for upholding exceptional employee experiences and cultivating a culture of engagement

Recognised as **"Best ESG Performance in Water Conservation"** by Transformance group during 4th Annual ESG Summit and Awards 2023 for its Jal Dhan project
Rallis CSR Head was recognised as one of the **"Top 20 CSR Leaders"** in Annual ESG Summit and Awards 2023





Corporate Information

Chief Financial Officer

Ms. Subhra Gourisaria

Auditors

B S R & Co. LLP Chartered Accountants

Bankers

State Bank of India

Axis Bank Limited

Citibank

HDFC Bank Limited

ICICI Bank Limited

Kotak Mahindra Bank Limited

Company Secretary and Compliance Officer

Mr. Srikant Nair

Registered Office

23rd Floor, Vios Tower,
New Cuffe Parade, Off Eastern Freeway,
Wadala, Mumbai - 400 037

CIN: L36992MH1948PLC014083

Tel. No.: +91 22 6232 7400

E-mail: investor_relations@rallis.com

Website: www.rallis.com

Registrar & Transfer Agent

Link Intime India Private Limited
C-101, 1st Floor, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083

Tel. No.: +91 810811 8484 | +91 22 6656 8484

E-mail: csg-unit@linkintime.co.in

Website: www.linkintime.co.in

Key Details at a Glance

76th Annual General Meeting

Thursday, June 20, 2024 at 11.00 A.M. (IST) Through Video Conference / Other Audio Visual Means

Sr. No.	Particulars	Details
1.	Participation through VC/OAVM	The 76 th AGM can be attended / live proceedings can be viewed at https://www.evoting.nsdl.com by following the instructions provided in the Notes to the Notice. Facility of joining the AGM shall open at 10:30 a.m. (IST)
2.	Technical Assistance for VC Participation	Contact NSDL at evoting@nsdl.com / 022-4886 7000 or send a request to Ms. Pallavi Mhatre, NSDL or Mr. Amit Vishal, NSDL at evoting@nsdl.com .
3.	Submission of Questions / Queries before AGM	Questions with regard to the financial statements or any other matter to be placed at the 76 th AGM can be submitted from registered email address before 11.00 a.m. (IST) on Monday, June 17, 2024 at investor_relations@rallis.com mentioning: Name of the shareholder; DP ID and Client ID/Folio number; and Mobile number
4.	Cut-off date for remote e-Voting period	Thursday, June 13, 2024
5.	Remote e-Voting period	Sunday, June 16, 2024 at 9.00 a.m. (IST) up to Wednesday, June 19, 2024 at 5.00 p.m. (IST)
6.	Speaker Pre-Registration	Friday, June 14, 2024 (9.00 a.m. IST) to Monday, June 17, 2024 (5.00 p.m. IST) Members may send a request from their registered email address to investor_relations@rallis.com mentioning: Name of the shareholder; DP ID and Client ID/Folio number; PAN and Mobile number
7.	Dividend details	Rate: 250% i.e. ₹ 2.5 per equity share of ₹ 1 each Record date: Monday, June 3, 2024 Payment date: On or after Monday, June 24, 2024
8.	TDS on Dividend and Submission of Forms	The detailed process is available on the website of the Company at: https://www.rallis.com/investors/investor-information
9.	Registration of email address to receive Credentials for Remote e-Voting and Notice of the 76 th AGM	Member, whose e-mail address is not registered with the Company/RTA or with their respective DPs and who wish to receive the credentials for remote e-Voting along with the Notice of the 76 th AGM and the Integrated Annual Report 2023-24 can get their e-mail address registered by sending a request to the Company at investor_relations@rallis.com on or before 5.00 p.m. (IST) on Thursday, June 13, 2024.

Board's Report

To the Members of Rallis India Limited

The Directors present their Seventy-Sixth (76th) Annual Report on the business and operations of Rallis India Limited ('the Company' / 'Rallis') along with the Audited Financial Statements for the Financial Year ('FY') ended March 31, 2024.

Financial Results

Particulars	(₹ in crore)	
	2023-2024	2022-2023
Revenue from operations	2,648.38	2,966.97
Other income	15.60	12.71
Total Income	2,663.98	2,979.68
Profit before finance cost, depreciation and tax	326.75	231.05
Finance costs	17.68	12.24
Depreciation	114.09	91.36
Profit before exceptional items and tax	194.98	127.45
Exceptional items	0.68	0.62
Profit before tax	195.66	128.07
Provision for tax	59.49	45.20
Deferred tax	(11.70)	(9.07)
Profit for the year	147.87	91.94
Profit for the year attributable to:		
- Owners of the Company	147.87	91.94
- Non-controlling interests	-	-
Other comprehensive income ('OCI')	0.18	(0.20)
Total comprehensive income	148.05	91.74
Profit for the year	148.05	91.74
Balance of Profit brought forward from previous year	1,267.42	1,233.78
	1,415.47	1,325.52
Appropriations		
Dividend on Equity Shares [#]	(48.62)	(58.34)
Transfer to Reserve for equity instruments through OCI*	(0.32)	0.00
Transfer to Cash flow hedge reserve	(0.24)	0.24
Balance Profit carried forward to Balance Sheet	1,366.29	1,267.42

[#] Dividend declared in the previous year and paid during the respective reporting year

* Value is less than ₹ 0.01 crore

Dividend

The Directors are pleased to recommend a dividend of ₹ 2.5 per share (i.e. 250%) on the Equity Shares of the Company of ₹ 1 each for the year ended March 31, 2024 (previous year ₹ 2.5 per share i.e. 250%). If the dividend, as recommended above, is declared at the ensuing Annual General Meeting ('AGM'), the total outflow towards dividend on Equity Shares for the year would be ₹ 48.62 crore (previous year ₹ 48.62 crore).

Dividend Distribution Policy

Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Board of Directors of the Company has in place a Dividend Distribution Policy which aims to maintain a balance between profit retention and a fair, sustainable and consistent distribution of profits among its Members. The said Policy is available on the website of the Company under the 'Investors' section at <https://www.rallis.com/Upload/PDF/dividend-distribution-policy.pdf>.

Transfer to Reserves

The Board of Directors has decided to retain the entire amount of profits for FY 2023-24 in the profit and loss account.

Share Capital

The paid-up Equity Share Capital as on March 31, 2024 was ₹ 19.45 crore. During the year under review, the Company has not issued any shares.

Company's Performance

The Company's revenue from operations for FY 2023-24 was ₹ 2,648 crore as compared to ₹ 2,967 crore during FY 2022-23, a decrease of 11% from the previous year. The Company's Profit before exceptional items was ₹ 195 crore during the year compared to ₹ 127 crore in the previous year. The Company earned a net profit after tax of ₹ 148 crore, higher by 61%, as against a net profit after tax of ₹ 92 crore in the previous year.

Business Context

As per the World Bank, global economic growth was 3.2% for 2023 and projected to remain same in 2024 and 2025. Advanced economies are expected to see a slight growth from 1.6% to 1.7% in 2024 followed by 1.8% in 2025. Emerging and developing economies are overall expected to experience stable growth of 4.2% in 2024 and 2025.

Inflation is expected to decline from 6.8% of 2023 to 5.9% in 2024 and 4.5% in 2025. Stronger global growth can be expected in case of faster deflation, slower withdrawal of fiscal support,

faster economic recovery in China and artificial intelligence driven supply-side reforms. The down-side risk to the growth are commodity price spikes amid geopolitical and weather shocks, slower than expected decline in core inflation requiring tighter monetary policy stance, faltering growth in China and disruptive action on fiscal consolidation.

Indian agriculture had experienced a tough year due to climate change. Amid El Nino conditions, geographical and month-wise rainfall remained erratic, Southern Peninsula and Central India received deficit rainfall. These situations resulted in drought conditions in many parts of the country. Production drops are also estimated in Oil seeds by 9.2%, Sugarcane by 9% and Cotton by 4%. Agri exports is expected to grow in the current fiscal year compared to \$ 53 Bn reported during the previous fiscal year.

India's domestic agricultural sector is undergoing a significant transformation driven by technology and innovation. There is a growing emphasis on diversification and increasing areas under high value crops, increase in drip irrigation and demand for quality agri-inputs. Farmers are responding to the increasing demand for fruits, vegetables, exotic crops, organic produce, etc. to tap into the increasing domestic and export demand.

The Company's outlook for the Indian agriculture industry is optimistic and is committed to adapting to evolving market. The Company's portfolio of Crop Protection, Crop Nutrition and improved seeds supported by wide market reach, aims to address the emerging needs of the Indian farming community. The Company is also committed to embracing IT & Digital for operational efficiency and improved customer experience.

India is a leading exporter of agrochemicals and the business environment is conducive for rapid export growth going forward. The Government and Industry is working together to tap the opportunities to make India a global hub for agrochemicals.

A. Crop Care

During the year under review, the Domestic Crop Care business achieved a revenue of ₹ 1,594 crore as against ₹ 1,643 crore during FY 2022-23, a de-growth of 3%. The Exports business achieved a revenue of ₹ 639 crore during FY 2023-24 as against ₹ 979 crore during FY 2022-23, a de-growth of 35%.

Domestic Crop Care:

Despite a challenging business environment, the Domestic Crop Care business achieved a revenue of ₹ 1,594 crore as against ₹ 1,643 during FY 2022-23, a degrowth of 3%, whereas the crop nutrition business recorded a

revenue growth of 0.9% over last year. Stronger product portfolio expansion with 13 Crop Protection products. The Company has launched 6 new products in Crop Nutrition business including three water soluble fertilisers, an organic soil conditioner, a neem based bio-pesticide and a micronutrient containing zinc.

Exports:

The Exports business recorded ₹ 639 crore during FY 2023-24 as against ₹ 979 crore in FY 2022-23 due to inventory overhang at industry level and price drop. During the year, the Company has gained 3 new registrations. For Custom Synthesis Manufacturing business, the Company has added 2 products. The Company has recently commissioned the multi-purpose plant that is expected to support the portfolio growth plans, which are complemented by investments for registrations.

B. Seeds

The Company's Seeds business clocked a revenue of ₹ 416 crore with 21% growth from the previous year. The performance is strongly contributed by Cotton hybrids Diggaz and Aatish Express. During the year, the Company has launched 8 new products across maize, millet, and vegetable crops. During the year, the seed industry, including the Company faced challenges in hybrid seed production, which could potentially impact near-term growth. Actions are underway to optimise operating costs to drive profitable growth in the medium to long term.

Farmer Engagement

The Company is known for its customer centricity and as a part of the farmer engagement process, the Crop Care business engages farmers through Rallis Samrudh Krishi (RSK) programme in which Crop stage-wise interventions are made, whereas Seeds business aims at building long-term relationships with farmers through 'Dhaanya Progressive Farmers' (DPF) clubs. The Company's advisory activities are also supported by Dr. Vishwas (Company's toll free farmer advisory helpline) and other digital and social media platforms.

The detailed Business context is available in the Management Discussion & Analysis which forms part of this Integrated Annual Report.

Financial Statements

The Company did not have any subsidiary, associate or joint venture company as on March 31, 2024 and hence is not required to consolidate its financial statements with any other company.

Credit Ratings

There were no changes in the credit ratings of the Company during the year under review. As on March 31, 2024, the Company had a short-term credit rating of A1+ and a long-term rating of AA+/Stable by CRISIL Limited for bank loan facilities aggregating to ₹ 440 crore.

The Company had a short-term credit rating of A1+ for Commercial Papers of ₹ 75 crore.

Particulars of Loans, Guarantees or Investments

During the year under review, the Company has not made any investment. Further, the Company has not given any loan or corporate guarantee or provided any security during the year.

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 ('the Act') are given in the notes to the Financial Statements.

Related Party Transactions

The Company has formulated a Policy on Related Party Transactions in accordance with the Act and the SEBI Listing Regulations including any amendments thereto for identifying, reviewing, approving and monitoring of Related Party Transactions ('RPTs'). The said Policy is available on the Company's website at <https://www.rallis.com/Related-Party-Transactions-Policy>. During the year under review, the Company also appointed Ernst & Young LLP (EY) as an external independent agency to review and validate the RPT processes and compliances with the applicable provisions as a measure of good governance.

All RPTs are placed before the Audit Committee for review and approval. Prior omnibus approval of the Audit Committee is obtained on periodic basis for the transactions which are planned/repetitive in nature. A statement giving details of all RPTs entered pursuant to omnibus approval so granted is placed before the Audit Committee on a quarterly basis for its review. All the RPTs under Ind AS-24 have been disclosed in Note no. 38 to the Financial Statements forming part of this Integrated Annual Report.

The RPTs entered into during the year under review were on arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act read with the rules framed thereunder and the SEBI Listing Regulations. Further, the Company did not enter into any contracts or arrangements with related parties in terms of Section 188(1) of the Act and no material related party transactions were entered into during the year under review. Accordingly, the disclosure of RPTs as required under Section 134(3)(h) of the Act in Form

No. AOC-2 is not applicable to the Company for FY 2023-24 and hence does not form part of this Integrated Annual Report.

In terms of Regulation 23 of the SEBI Listing Regulations, the Company submits details of RPTs as per the prescribed format to the stock exchanges on a half-yearly basis.

Risk Management

The Company has a well-defined risk management framework in place to identify, evaluate and monitor business risks and challenges across the Company as well as to identify new and emergent risks. The Company's success as an organisation largely depends on its ability to identify new opportunities and leverage them while mitigating the risks that arise while conducting its business.

The risk register is revisited periodically to ensure relevance of the risks at any point of time and that the corresponding mitigation plans are effective. This provides an effective and value adding independent review process which enables maintaining the risk profile at acceptable levels in a rapidly changing environment.

During the year under review, the Risk Management Policy was reviewed in line with the SEBI Listing Regulations to *inter alia*, set up strategic policies including focus on Environmental, Social, and Governance (ESG) related risks, cyber risks, etc.

The Risk Management Committee is chaired by an Independent Director and the Chairperson of the Audit Committee is also a member of the Committee.

The major risks forming part of the Risk Management process are linked to the audit universe and also covered as a part of the annual risk based audit plan.

Details of the identified risks and mitigation plans are set out on pages 34-35 of the Integrated Report.

Internal Financial Controls

The Company has established adequate internal financial controls for ensuring orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The control environment comprises a mix of preventive and detective controls which are manual, semi-automated and automated in nature. The Company has followed principles such as segregated duties, authorisation, reconciliation, physical inventory, periodic review, etc. while designing the internal control framework.

The objective is to give senior management and the Audit Committee, an independent and reasonable assurance on the adequacy and effectiveness of the Company's risk management, control and governance processes. This is achieved through an outsourced internal audit model wherein audit reviews are performed through two independent Audit firms. The Audit Committee reviews the annual internal audit plan and ensures adherence to the same. Significant observations arising from the reviews, if any, are brought to the notice of the Audit Committee following which corrective action is recommended for implementation. This helps to facilitate timely detection of any irregularities and early remediation.

Directors' Responsibility Statement

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, audits conducted by the Internal, Statutory, Cost and Secretarial Auditors, including audit of the internal financial controls over financial reporting by the Statutory Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and operating effectively during FY 2023-24.

Accordingly, pursuant to Sections 134(3)(c) and 134(5) of the Act, the Directors, to the best of their knowledge and ability, confirm that for the year ended March 31, 2024:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- (ii) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year viz., March 31, 2024 and of the profit of the Company for that period;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) they have prepared the annual accounts on a going concern basis;
- (v) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Governance, Compliance and Ethics

The Governance, Corporate Secretarial and Legal functions of the Company ensure maintenance of good governance within the organisation. They assist the business in functioning smoothly by ensuring compliance and providing strategic business partnership in the areas including legislative expertise, corporate restructuring, regulatory changes and governance.

The Company has also adopted the governance guidelines on Board effectiveness to fulfill its responsibility towards its stakeholders. At Rallis, human rights are also an integral aspect of doing business and the Company is committed to respecting and protecting human rights to remediate adverse human rights impacts that may be resulting from or caused by the Company's businesses. In furtherance to this, the Company has adopted the Business and Human Rights Policy which aligns with the principles contained in the Universal Declaration of Human Rights, International Labour Organisations (ILO), Declaration on Fundamental Principles and Rights at Work and the United Nations Guiding Principles on Business and Human Rights and is consistent with the Tata Code of Conduct.

The Company has in place an online compliance management system for monitoring the compliances across its various plants and offices. A compliance certificate is also placed before the Board of Directors every quarter. In compliance with the SEBI Listing Regulations, the Corporate Governance Report and the Auditor's Certificate form part of this Integrated Annual Report.

Management Discussion & Analysis

The Management Discussion & Analysis as required under the SEBI Listing Regulations forms part of this Integrated Annual Report.

Business Responsibility & Sustainability Report

The Company endeavours to cater to the needs of the communities it operates in thereby creating maximum value for the society along with conducting its business in a way that creates a positive impact and enhances stakeholder value. As per Regulation 34(2)(f) of the SEBI Listing Regulations, the Business Responsibility & Sustainability Report depicting initiatives taken by the Company from an environmental, social and governance perspective which has been assured by KPMG Assurance and Consulting Services LLP, forms part of this Integrated Annual Report.

Directors and Key Managerial Personnel

Directors:

Appointments:

The Board of Directors of the Company on February 27, 2024, based on the recommendation of the Nomination and Remuneration Committee ('NRC'), approved the appointment of

Mr. Narain Duraiswami (DIN: 03310642) as an Additional Director (Independent, Non-Executive) effective March 1, 2024. Further, the Board approved his appointment as an Independent Director for a term of five (5) years with effect from March 1, 2024 up to February 28, 2029 (both days inclusive), subject to approval of the shareholders.

At the meeting of the Board of Directors held on February 29, 2024, the Board, on the recommendation of the NRC, appointed Dr. Gyanendra Shukla (DIN: 02922133) as an Additional Director of the Company with effect from April 1, 2024. He was also appointed as the Managing Director & Chief Executive Officer of the Company for a period of five (5) years with effect from April 1, 2024 to March 31, 2029, (both days inclusive) subject to the approval of shareholders, to take over from Mr. Sanjiv Lal on completion of his tenure on March 31, 2024.

On April 18, 2024, the Shareholders of the Company, by way of a Postal Ballot, approved the appointments of Mr. Narain Duraiswami as an Independent Director and Dr. Gyanendra Shukla as the Managing Director & Chief Executive Officer of the Company for the above-mentioned tenures.

Cessations:

As per the terms of her appointment, Dr. Punita Kumar Sinha (DIN: 05229262), completed her second term as an Independent Director on March 25, 2024 and accordingly ceased to be an Independent Director and Member of the Board of Directors of the Company.

Mr. Sanjiv Lal (DIN: 08376952), as per the terms of his appointment ceased to be the Managing Director & Chief Executive Officer of the Company on completion of his tenure on March 31, 2024.

The Board places on record its appreciation for Mr. Lal's and Dr. Sinha's contribution during their association with the Company.

Re-appointment:

In accordance with the provisions of Section 152 of the Act and in terms of Article 112(2) of the Articles of Association of the Company, Mr. R. Mukundan (DIN: 00778253), Non-Executive Director of the Company, retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.

Independent Directors:

Mr. Narain Duraiswami, Dr. C. V. Natraj and Ms. Padmini Khare Kaicker, Independent Directors of the Company, have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of

the SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. The Board of Directors of the Company has taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the rules made thereunder and are independent of the management. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

The Board is of the opinion that all Directors including the Independent Directors of the Company possess requisite qualifications, integrity, expertise and experience in the fields of science and technology, industry experience, strategy, finance and governance, IT and digitalisation, human resources, safety and sustainability, etc.

The Independent Directors of the Company have confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs ('IICA') in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended. They are exempt from the requirement to undertake the online proficiency self-assessment test conducted by IICA.

Details of Familiarisation Programme for the Independent Directors are provided separately in the Corporate Governance Report.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committees of the Board.

Key Managerial Personnel ('KMP'):

In terms of the provisions of Sections 2(51) and 203 of the Act, the following are the KMPs of the Company:

- Mr. Sanjiv Lal, Managing Director & CEO (up to March 31, 2024)
- Dr. Gyanendra Shukla, Managing Director & CEO (w.e.f. April 1, 2024)
- Ms. Subhra Gourisaria, Chief Financial Officer
- Mr. Srikant Nair, Company Secretary & Compliance Officer

Procedure for Nomination and Appointment of Directors:

The NRC is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. The Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, financial condition and compliance requirements.

The NRC is also responsible for reviewing the profile of potential candidates vis-à-vis the required competencies and meeting potential candidates, prior to making recommendations of their nomination to the Board.

At the time of appointment, specific requirements for the position including expert knowledge expected are communicated to the appointee.

The Board reviews the list of core skills, expertise and competencies of the Board of Directors as are required in the context of the businesses and sectors applicable to the Company which were mapped with each of the Directors on the Board.

The same is disclosed in the Corporate Governance Report forming part of this Integrated Annual Report.

Criteria for determining Qualifications, Positive Attributes and Independence of a Director:

The NRC has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178(3) of the Act and Regulation 19 read with Part D of Schedule II to the SEBI Listing Regulations.

Independence: In accordance with the above criteria, a Director will be considered as an 'Independent Director' if he/she meets the criteria for Independence as laid down in the Act and Rules framed thereunder, as amended and Regulation 16(1)(b) of the SEBI Listing Regulations.

Qualifications: A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is also ensured that the Board has an appropriate blend of functional and industry expertise. While recommending the appointment of a Director, the NRC considers the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.

Positive Attributes: In addition to the duties as prescribed under the Act, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behaviour, strong interpersonal and communication skills and soundness of judgement. Independent Directors are also expected to abide by

the 'Code for Independent Directors' as outlined in Schedule IV to the Act.

Annual Evaluation of Board Performance and Performance of its Committees and Directors:

Pursuant to the applicable provisions of the Act and the SEBI Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees. The NRC has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors.

The performance of the Board and individual Directors was evaluated by the Board after seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members.

The criteria for performance evaluation of the Board included aspects such as Board composition and structure, effectiveness of Board processes, contribution in the long-term strategic planning, etc. The criteria for performance evaluation of the Committees included aspects such as structure and composition of Committees, effectiveness of Committee Meetings, etc. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

The Chairman of the Board had one-on-one meetings with each Independent Director and the Chairman of the NRC had one-on-one meetings with the Executive and Non-Executive, Non-Independent Directors.

In a separate Meeting, the Independent Directors evaluated the performance of Non-Independent Directors and performance of the Board as a whole. They also evaluated the performance of the Chairman taking into account the views of the Managing Director and Non-Executive Directors. The NRC reviewed the performance of the Board, its Committees and the Directors. The same was discussed in the Board Meeting that followed the Meeting of the Independent Directors and the NRC, at which the feedback received from the Directors on the performance of the Board and its Committees was also discussed. The Company follows a practice of implementing each of the observations from the annual evaluation by calendarising its implementation through the Action Taken Report which is reviewed by the Board of Directors from time to time.

The Annual Performance Evaluation is conducted in a paperless manner with documents being securely uploaded and accessed electronically. This has resulted in saving paper, reducing the cycle time of the process and increasing confidentiality of the information.

Remuneration Policy

The Company has adopted a Remuneration Policy for the Directors, KMP and other employees, pursuant to the provisions of the Act and the SEBI Listing Regulations. The Remuneration Policy is attached as **Annexure A** which forms part of this Report.

Board and Committee Meetings

Regular meetings of the Board and its Committees are conducted to discuss and approve various strategies, policies, financial matters and such other businesses. A calendar of Board and Committee Meetings to be held during the year was circulated in advance to the Directors.

a. Details of Board Meetings

During the year under review, eight (8) Board Meetings were held, details of which are provided in the Corporate Governance Report.

b. Composition of Audit Committee

As on March 31, 2024, the Audit Committee comprised four (4) Members out of which three (3) were Independent Directors and one (1) was a Non-Independent, Non-Executive Director. During the year, six (6) Audit Committee Meetings were held, details of which are provided in the Corporate Governance Report.

There have been no instances during the year when recommendations of the Audit Committee were not accepted by the Board.

c. Composition of Corporate Social Responsibility ('CSR') Committee

During the year under review, the CSR Committee comprised three (3) Members out of which one (1) was an Independent Director. During the year under review, two (2) CSR Committee Meetings were held, details of which are provided in the Corporate Governance Report.

There have been no instances during the year when recommendations of the CSR Committee were not accepted by the Board.

Details on other committees including their composition, number of meetings held and terms of reference are included in the Corporate Governance Report.

Corporate Social Responsibility

The Company aspires to improve the quality of life of communities [30% Affirmative Action (AA)] it serves through enhancing their socio-economic conditions by FY 2027-28. For this, the Company is working in and around its manufacturing sites, farmer connect regions and aspirational districts through focussed interventions

in domain of natural resource conservation, education and skilling, women empowerment, greening, enhancing tribal and rural lives.

The Company's programme has created a positive impact in the community as it has repeat value and the community invites the Company to implement various initiatives in their locality.

Engaging employee volunteers in CSR activities has always been at the core. In FY 2023-24, more than 11,000 volunteering hours were contributed by 816 employees.

The Company has a presence in 4 States (Maharashtra, Gujarat, Karnataka and Telangana) and in the current year, impacted more than 2.18 lakh beneficiaries through its CSR programmes and spent ₹ 5.21 crore, the total Project cost of which was ₹ 24.35 crore with balance contributions largely from Government schemes and from beneficiaries via Shramdaan.

In the current year, the Company has received various recognitions for its CSR, AA and Volunteering programmes.

- The Company was recognised by Transformance group during the 4th Annual ESG Summit and Awards 2023 for its Jal dhan project under "Best ESG Performance in Water Conservation" category. During the same summit, Rallis' Head-CSR & AA was recognised as one of the "Top 20 CSR Leaders"
- The Tata Affirmative Action Program (TAAP) jury conferred Rallis for "Significant Adoption" of TAAP in 2023
- Tata Sustainability Group recognised Rallis for its excellent contribution in Volunteering in Medium category. Rallis received 3 awards: (1) Highest per capita volunteering hours; (2) Highest unique volunteers; (3) Award for Excellence in Volunteering

Under Natural Resource Management, Rallis has focussed on water conservation through rainwater harvesting ('Jal Dhan'), recharging groundwater and soil conservation. In the current year, covered 14 villages from Gujarat and Maharashtra and harvested 3.92 MCM rainwater. In Maharashtra, the Company worked in the aspirational district of Dharashiv.

Under Education, the Company focussed to improve academic performance of students by providing quality education & capability building of teachers. The Company has branded its educational intervention as RUBY (Rallis Ujjwal Bhavishya Yojana). RUBY is spread in 4 States, 55 schools and 8,064 students (73% AA). The Company also works with 3 special children schools.

Under RUBY, focus is on English, Science and Mathematics for students.

Under Unnat Gram, the Company focusses on Holistic development of Tribal communities through developing livelihood resources, enhancing biodiversity, health and improvement in education. In the current year, the Company worked in 10 villages from Gujarat and Maharashtra and impacted more than 4,200 Tribals.

Under Saksham gram, Rallis worked in 8 villages from Telangana. Integrated efforts are made to improve quality of life of the villagers through education, skill development and livelihood enhancement. The Company engaged 149 families under its livelihood projects, wherein the families were engaged in animal husbandry, operation of general shops, transportation business, mobile shop etc. They were able to earn on an average ₹ 11,000/month.

Under TaRa intervention, Rallis focusses to empower women and youth through enhancing their skills to lead a successful life. In partnership with Light of Life Trust, Rallis runs two centres in Maharashtra. During the year, 1,000 trainees enrolled. Out of the trained trainees, 76% are gainfully engaged. For supporting in initiating the home-based business, the Company provided 117 Tool kits and mentored 909 trainees. During the year, 522 trainees set up their own businesses. 17 became "Job Creator" and provided employment to 20-25 people.

The Company invited NuSocia team to conduct a third-party Impact assessment. The observations are very encouraging. It was seen that there is an improvement in the social status of women trainees and now they have a say in the family. Family income has improved and there is demand for the said training programmes.

Under C-Safe, the Company works with the member farmer of identified FPC (Farmer Producer Company) to improve their farm prosperity through sustainable agriculture driving farm excellence. Various crop demos were conducted to promote the use of appropriate machinery, technology and provide digital solutions for increasing the scale and reach of farmers through farm mechanism. Through Capability Building of Farmers, exposure visits, training workshops, field days were organised and farmers were encouraged to undertake Agri allied entrepreneurial activities.

The above projects are in accordance with Schedule VII to the Act. The Annual Report on CSR activities is attached as **Annexure B** which forms part of this Report.

The CSR Policy is available on the website of the Company at <https://www.rallis.com/our-commitment/csr>.

Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace

The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013, ('POSH') and rules made thereunder. All persons employed on a permanent, contractual, temporary basis and trainees are covered under this Policy. In addition, the Company has complied with provisions relating to constitution of Internal Committees and has a stable well governed ethics investigation process. Regular workshops and awareness programmes against sexual harassment are conducted across the organisation.

As an endeavour to educate and empower employees and others within the organisation regarding POSH, virtual and classroom awareness sessions were conducted throughout the year. Additionally, an e-learning module is also in place for easy learning.

No complaints were pending at the beginning of the financial year 2023-24. During the year under review, no complaints with allegations of sexual harassment were received by the Company and accordingly no complaints were pending as at the end of the year.

The said Policy is available on the website of the Company at <https://www.rallis.com/posh-policy>.

Vigil Mechanism and Whistleblower Policy

The Company is committed to the highest possible standards of openness, integrity and accountability in all its affairs and to providing a workplace conducive to open discussion of its business practices. The Company has laid out infrastructures and policy through which the employees and other stakeholders can voice their concerns about suspected unethical or improper practices or violation of the Tata Code of Conduct or complaints regarding accounting, auditing, internal controls or disclosure practices of the Company. Protected disclosures can be made by a whistleblower through an e-mail or dedicated telephone line or letter to the Chief Ethics Counsellor of the Company or to the Chairperson of Audit Committee including a third party helpline "Integrity Matters".

During the year under review, the said Policy was revised, details of which are made available on the website of the Company at <https://www.rallis.com/whistleblowerPolicy>.

Senior leadership members at various occasions also emphasise the importance of adherence to the Company's Code of Conduct and its ethical ways of working.

Auditors

(1) Statutory Auditors:

At the 74th AGM of the Company held on June 24, 2022, pursuant to the provisions of the Act and the Rules made thereunder, B S R & Co. LLP, Chartered Accountants ('BSR') (Firm Registration No. 101248W/W-100022), were re-appointed as Statutory Auditors of the Company for a second term of five (5) consecutive years i.e. from the conclusion of the 74th AGM till the conclusion of the 79th AGM to be held in the year 2027.

The Audit Report of BSR on the Financial Statements of the Company for FY 2023-24 forms part of this Integrated Annual Report. The Report does not contain any qualification, reservation, adverse remark or disclaimer.

(2) Cost Auditors:

The Company is required to maintain cost records as specified by the Central Government as per Section 148(1) of the Act and the rules framed thereunder and accordingly, the Company has made and maintained such cost accounts and records.

In terms of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, based on the recommendations of the Audit Committee, the Board of Directors appointed D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611), being eligible, to conduct Cost Audit relating to the business of the Company for the year ending March 31, 2025.

D. C. Dave & Co. have confirmed that they are free from disqualification specified under Section 141(3) and proviso to Section 148(3) read with Section 141(4) of the Act and that their appointment meets the requirements of Section 141(3)(g) of the Act. They have further confirmed their independent status and an arm's length relationship with the Company. The remuneration payable to the Cost Auditors is required to be placed before the Members in a General Meeting for their ratification. Accordingly, a resolution for seeking Members' ratification for the remuneration payable to D. C. Dave & Co. is included in the Notice of the 76th AGM forming part of this Integrated Annual Report.

(3) Secretarial Auditors:

In terms of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Parikh & Associates (Firm Registration No. P1988MH009800), a firm of Company Secretaries in Practice, has been appointed as Secretarial Auditors of the Company.

The Report of the Secretarial Auditors is enclosed as **Annexure C** which forms part of this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Secretarial Auditors in their Report.

Reporting of Frauds by Auditors

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its officers or employees, to the Audit Committee under Section 143(12) of the Act, details of which are required to be mentioned in this Report.

Annual Return

Pursuant to Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014 read with Section 134(3)(a) of the Act, the Annual Return in Form MGT-7 as on March 31, 2024 is available on the Company's website at <https://www.rallis.com/MGT2024.htm>.

Other Disclosures

- No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations
- No applications were made or any proceedings were pending against the Company under the Insolvency and Bankruptcy Code, 2016
- No deposits have been accepted from the public during the year under review and no amount on account of principal or interest on deposits from the public was outstanding as on March 31, 2024
- There has been no change in the nature of business of the Company as on the date of this Report
- There were no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Report

Secretarial Standards of ICSI

The Directors have devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems were adequate and operating effectively.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 is attached as **Annexure D** which forms part of this Report.

Particulars of Employees and Remuneration

The information required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure E** which forms part of this Report.

The information required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report. Further, the Report and the Accounts are being sent to the Members excluding the aforesaid statement. In terms of Section 136 of the Act, the said statement will be open for inspection upon request by the Members.

Any Member interested in obtaining the same may write to the Company Secretary at investor_relations@rallis.com. None of the employees listed in the said Annexure is related to any Director/KMP of the Company.

Acknowledgements

The Directors appreciate and value the contribution, dedication, support, hard work and commitment made by all the employees towards continuous improvement in all functions and areas as well as efficient utilisation of the Company's resources for sustainable and profitable growth.

The Directors would also like to place on record their appreciation for the continued co-operation and support received by the Company during the year from bankers, financial institutions, government authorities, farming community, business partners, shareholders, customers and other stakeholders. The Directors look forward to continuance of the supportive relations and assistance in the future.

On behalf of the Board of Directors

Bhaskar Bhat
Chairman

Mumbai, April 22, 2024

DIN: 00148778

Annexure A to the Board's Report

Remuneration Policy for Directors, Key Managerial Personnel and Other Employees

The philosophy for remuneration of Directors, Key Managerial Personnel ("KMP") and all other employees of Rallis India Limited ("Company") is based on the commitment of fostering a culture of Leadership with Trust. The remuneration policy is aligned to this philosophy.

This remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 ('Act') and Regulation 19(4) read with Para A (1) of Part D of Schedule II to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In case of any inconsistency between the provisions of law and this remuneration policy, the provisions of the law shall prevail and the Company shall abide by the applicable law. While formulating this policy, the Nomination and Remuneration Committee ("NRC") has considered the factors laid down under Section 178(4) of the Act, which are as under:

- "(a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals."

Key principles governing this remuneration policy are as follows:

Remuneration for Independent directors and Non-Independent Non-Executive directors

- Independent directors ('ID') and Non-Independent Non-Executive directors ('NED') may be paid sitting fees (for attending the meetings of the Board and of Committees of which they may be members) and commission within regulatory limits
- Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the NRC and approved by the Board

- Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate directors aligned to the requirements of the Company (taking into consideration the challenges faced by the Company and its future growth imperatives)
- Overall remuneration should be reflective of size of the Company, complexity of the sector/industry/Company's operations and the Company's capacity to pay the remuneration
- Overall remuneration practices should be consistent with recognised best practices
- Quantum of sitting fees may be subject to review on a periodic basis, as required
- The aggregate commission payable to all the NEDs and IDs will be recommended by the NRC to the Board based on Company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board
- The NRC will recommend to the Board the quantum of commission for each director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and Committee meetings, individual contributions at the meetings and contributions made by directors other than in meetings
- In addition to the sitting fees and commission, the Company may pay to any director such fair and reasonable expenditure, as may have been incurred by the director while performing his/her role as a director of the Company. This could include reasonable expenditure incurred by the director for attending Board/Board Committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/management, site visits, induction and training (organised by the Company for directors) and in obtaining professional advice from independent advisors in furtherance of his/her duties as a director

Remuneration for Managing Director ('MD')/Executive Directors ('ED')/KMP/rest of the employees

- The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be:
 - o Market competitive (market for every role is defined as companies from which the Company attracts talent or companies to which the Company loses talent)
 - o Driven by the role played by the individual
 - o Reflective of size of the Company, complexity of the sector/industry/Company's operations and the Company's capacity to pay
 - o Consistent with recognised best practices and
 - o Aligned to any regulatory requirements
- In terms of remuneration mix or composition:
 - o The remuneration mix for the MD/EDs is as per the contract approved by the shareholders. In case of any change, the same would require the approval of the shareholders
 - o Basic/fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience
 - o In addition to the basic/fixed salary, the Company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings and tax optimisation, where possible. The Company also provides all employees with a social security net (subject to limits) by covering medical expenses and hospitalisation through re-imbursements or insurance cover and accidental death and dismemberment through personal accident insurance

- o The Company provides retirement benefits as applicable
- o In addition to the basic/fixed salary, benefits, perquisites and allowances as provided above, the Company provides MD/EDs such remuneration by way of commission, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the MD/EDs would be based on performance as evaluated by the Board or the NRC and approved by the Board
- o The Company provides the rest of the employees a performance linked bonus. The performance linked bonus would be driven by the outcome of the performance appraisal process and the performance of the Company

Remuneration payable to Director for services rendered in other capacity

The remuneration payable to the Directors shall be inclusive of any remuneration payable for services rendered by such director in any other capacity unless:

- a) The services rendered are of a professional nature; and
- b) The NRC is of the opinion that the director possesses requisite qualification for the practice of the profession.

Policy Implementation

The NRC is responsible for recommending the remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of the remuneration policy.

On behalf of the Board of Directors

Bhaskar Bhat
Chairman

Mumbai, April 22, 2024

DIN: 00148778

Annexure B to the Board's Report

Annual Report on CSR Activities

[Pursuant to Section 135 of the Companies Act, 2013 ('the Act') & Rules made thereunder]

1. Brief outline on CSR Policy of the Company:

The Company is committed to improving the quality of lives of people in the community it serves through long-term stakeholder value creation. It pledges itself to care for and serve the community by designing a sustainable development model that leads to socio-economic development and ecological development in its area of influence. The Company focusses its CSR in the areas of Natural Resource Management, Rural Development, Skill and Education Enhancement, Farmer Safety, etc. The Company also plays a significant role in promotion of inclusive growth through empowerment of farmers, women and socially and economically weaker sections of society. Partnerships with Government development agencies, corporate bodies and NGOs are entered into for community development programmes. Active involvement of the Company's employees in volunteering towards CSR activities is always ensured.

The Company has framed a CSR Policy in compliance with the provisions of the Act, as amended, which is available on the Company's website and the web-link for the same is provided in this Report.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Narain Duraiswami (Chairman) [#]	Non-Executive, Independent Director	2	-
2.	Mr. R. Mukundan (Chairman) [§]	Non-Executive, Non-Independent Director	2	2
3.	Dr. Punita Kumar Sinha [*]	Non-Executive, Independent Director	2	2
4.	Mr. Sanjiv Lal ^{**}	Managing Director & CEO	2	2

[#] Appointed as a Member and Chairman w.e.f. March 26, 2024 and no meetings were held during his tenure

[§] Ceased to be the Chairman w.e.f. March 26, 2024

^{*} Ceased to be the Member upon completion of her tenure as an Independent Director on March 25, 2024

^{**} Ceased to be a Member upon completion of his tenure as the MD & CEO of the Company on March 31, 2024. Dr. Gyanendra Shukla, MD & CEO was inducted as a Member of the Committee w.e.f. April 1, 2024

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company.

<https://www.rallis.com/our-commitment/csr>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

The Company has been conducting impact assessments voluntarily to monitor and evaluate its strategic CSR programmes from time to time. During FY 2023-24, the Company has undertaken two Impact Assessment studies:

1. TaRa initiative at Dhasai region in Thane district of Maharashtra. The study has been conducted by NuSocia, an independent external agency.
2. Unnat gram initiative at Kasale region in Raigad district of Maharashtra. The study has been conducted by Institute of Social Transformation, an independent external agency.

The study not only details the impact and the benefits accrued by the community, it also proposes some recommendations. The Impact Assessment Report of the study undertaken voluntarily is uploaded on the website at: <https://www.rallis.com/our-commitment/csr>.

5. (a) Average net profit of the Company as per sub-section (5) of section 135 - ₹ 242.70 crore
(b) Two percent of average net profit of the Company as per sub-section (5) of section 135 - ₹ 4.85 crore
(c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years - Nil
(d) Amount required to be set-off for the financial year, if any - Nil
(e) Total CSR obligation for the financial year [(b)+(c)-(d)] - ₹ 4.85 crore
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) - ₹ 4.88 crore
(b) Amount spent in Administrative Overheads - ₹ 0.24 crore
(c) Amount spent on Impact Assessment, if applicable - ₹ 0.09 crore
(d) Total amount spent for the Financial Year [(a)+(b)+(c)] - ₹ 5.21 crore
(e) CSR amount spent or unspent for the Financial Year:

Total Amount spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 5.21 crore	Nil				

- (f) Excess amount for set-off, if any:

Sl. No. (1)	Particular (2)	Amount (in ₹) (3)
(i)	Two percent of average net profit of the Company as per sub-section (5) of section 135	4.85 crore
(ii)	Total amount spent for the Financial Year	5.21 crore
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0.36 crore
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	N.A.
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.36 crore

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

(1)	(2)	(3)	(4)	(5)	(6)		(7)	(8)
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
					N.A.			

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/acquired – **N.A.**

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility - **N.A.**

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/Authority/beneficiary of the registered owner		
					(1)	(2)	(3)
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
N.A.							

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: - N.A.

Mumbai, April 22, 2024

Gyanendra Shukla
Managing Director & CEO
DIN: 02922133

Narain Duraiswami
Chairman - CSR Committee
DIN: 03310642

Annexure C to the Board's Report

FORM No. MR-3

Secretarial Audit Report for the financial year ended March 31, 2024

(Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
Rallis India Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rallis India Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, to the extent the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign

Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; **(Not applicable to the Company during the audit period)**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the audit period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the audit period)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client; **(Not applicable to the Company during the audit period)**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the audit period)** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**



(vi) Other laws specifically applicable to the Company namely:

1. The Insecticides Act, 1968 and Rules, 1971;
2. The Seeds Act, 1966 and Rules, 1968;
3. The Fertilizers (Control) Order, 1985
4. Biological Diversity Act, 2002
5. Essential Commodities Act, 1955

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company had no events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For Parikh & Associates
Company Secretaries

Jigyasa Ved
Partner

FCS No: 6488 **CP No:** 6018
UDIN: F006488F000204103
PR No.: 1129/2021

Place: Mumbai
Date: April 22, 2024

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'Annexure A'

To,
The Members,
Rallis India Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events, etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Parikh & Associates
Company Secretaries

Jigyasa Ved
Partner

FCS No: 6488 **CP No:** 6018
UDIN: F006488F000204103
PR No.: 1129/2021

Place: Mumbai
Date: April 22, 2024

Annexure D to the Board's Report

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

(A) Conservation of Energy

(i) Steps taken or Impact on Conservation of Energy:

During the year under review, the Company continued its effort towards conservation of energy and took following steps for the said purpose:

Ankleshwar:

- Replacement of existing low efficiency motors with high efficiency motors
- Installation of Lower Capacity Motor in cooling tower CT-11 (20 HP) to optimise the power consumption
- Replacement of PEKK critical reaction step Power Source from DG (HSD) to CPP-1 (Natural Gas)
- Installation of Variable Frequency Drive (VFD) for three cooling tower pumps

Lote:

- Installation of Passive D-tune filter panel for compressor to improve the power factor and reduce harmonics
- Installation of energy-efficient motor with planetary gear box for Crystalliser, ATM distillation and Ethyl Acetate recovery agitators
- Auto temperature cut off provided for cooling tower fan motors
- Installation of energy-efficient transformer with OLTC (On-Load Tap Changing Transformer) for voltage regulation
- Lower efficiency compressor is replaced with new high efficiency screw compressor
- Energy bill reduction initiative was undertaken by increasing the utilisation of power during the night

Dahej Special Economic Zone (Dahej SEZ):

- Running one secondary chilled water pump as against two pumps, resulting into energy saving of 14,850 kWh/month
- Old burner system replaced by new blower system for efficiency improvement in LDO boilers, savings of 864 kWh/month achieved

- Old fins replaced with energy-efficient fins at the Utility and Metri plant cooling tower
- Optimisation carried out by reducing rpm based on load factor, saving of 619 kWh/day at the Pendi plant process cooling tower pump

Dahej Chemical Zone (Dahej CZ):

- Delta temperature controller installed at CT Fan motor
- A 24-hour timer is installed at canteen HVAC system and the operational time was set
- Movement sensors are installed in unmanned areas
- VFD Installed for two motors

Akola:

- New VFD and screw air compressor has been installed to optimise the power consumption
- Oil Injected single stage screw air compressor and other equipment in WSF Plant are installed with VFD's, to optimise the power consumption

(ii) Steps taken by the Company for utilising alternate sources of Energy:

As part of its long-term sustainability plan, the Company has initiated various steps towards utilising alternate sources/renewable source of energy. Some of the key initiatives implemented by the Company are:

- During the year, the Company continued to operate its 4.4 MegaWatt (MW) solar power plant in Dahej CZ and Dahej SEZ and Ankleshwar unit received a rebate of 2,900.01 MWh per annum leading 2,076 MT of CO₂ emission reduction. A solar power system was also installed at the Admin Green Building at Ankleshwar whereby a total of 11,450 kWh of electricity was generated and 8.2 MT of CO₂ emission reduction was achieved.
- Total of 360.42 MWh power is generated from rooftop solar electricity capacity of 309 kWp at Akola leading to 258 MT of CO₂ emission reduction.
- Total of 11,800 KWp electricity generated from rooftop solar electricity generation plant with a capacity of 10 kWp at Rallis Colony leading to 8.4 MT of CO₂ emission reduction.

A rooftop solar electricity generation plant with a capacity of 991 kWp was installed and commissioned at the Dahej CZ44 unit. A total of 638 MWh of electricity was generated and 456 MT of CO₂ emission reduction.

- The Company continued to operate its 8 TPH Boiler at Dahej SEZ Unit, 4 TPH Boiler at Lote Unit and 1.5 TPH Boiler at Dahej CZ Unit using green fuel Biomass Briquette as fuel, which is eco-friendly.

(iii) Capital Investment on Energy Conservation Equipments:

Renewable energy and energy efficiency are seen as the 'twin pillars' of a sustainable energy policy. The Company recognises that investment in energy conservation offers significant economic benefits in addition to climate change benefits. In the last few years, the Company has tried to improve energy efficiency significantly by investing in energy conservation equipment.

During the year, the Company invested ₹ 18.3 lakh at the Ankleshwar unit. ₹ 20 lakh was invested at Dahej SEZ for replacement of boiler burners for efficiency improvement at LDO boilers.

During the year, the Company invested ₹ 25 lakh at the Lote unit for replacement of old electrical motors with energy-efficient motors along with planetary gear box such as IE-3 series energy-efficient motors, LED lamps, etc. Additionally, ₹ 10 lakh was invested for refurbishment of 400 KVAR Harmonic panel for power factor improvement and reducing harmonics.

The Company's energy efficiency related efforts continued to be acknowledged by the International Certification ISO-50001 on energy management for two of its units, Dahej and Ankleshwar. This remains an exceptional achievement as far as the chemical industry is concerned.

(B) Technology Absorption

(i) Efforts made towards Technology Absorption:

- Successfully transferred technology for manufacturing of four new formulations developed by way of R&D for domestic business
- Efforts were made towards advancements on digital transformation journey of the R&D for lab activities
- CIB & RC has approved label expansion of drone spray for Takumi for Bengal gram crop. Successfully submitted Drone application for the label claim with phytotoxicity data for 6 products on 7 crops (Takumi on Soybean & Red gram, Origin on Groundnut, Odis

on Cotton, Sarthak on Chilli, Taqat on Black gram & Ayaan on Rice crop)

- Successfully transferred the technology of imparting Neck Blast resistant trait in rice to the Production team for further commercialisation in next few years
- Trained personnel for implementing new technology of double haploid in rice to hasten the inbred development cycle for hybrid development leading to commercialisation
- Use of molecular markers in multiple key seed R&D projects like conversion for Tembotrione tolerance in maize, GMS in cotton and others

(ii) Benefits derived like Product Improvement, Cost Reduction, Product Development or Import Substitution:

- Label claim expansion approved on 5 products across 5 different crops
- During the year, 8 dossiers were submitted under various categories of registration
- Successfully piloted and technology transferred to manufacturing of three crop protection formulations and one crop nutrition
- Total 4 formulations were developed in-house and launched under various categories
- During FY 2023-24, following products were developed and commercialised in the domestic market:
 - Benzpyrimoxan 15% + Fipronil 10% SC (Benzilla):** It is an aqueous suspension concentrate formulation containing patented insecticidal active ingredient for controlling BPH in paddy having unique mode of action. It is quick in action and has excellent efficacy on all the stages of nymphs & adults.
 - Azoxystrobin 18.2% + Difenconazole 11.4% SC (Headwin):** It is a broad spectrum fungicide effective for management of diseases in various crops. It has phytotoxic effect which results in excellent crop greening.
 - AQUAFERT® Fertigation Tomato:** It refers to customised water soluble fertiliser formulations specifically for Tomatoes grown under Indian condition to meet the crop nutritional requirements with better flowering and fruit setting resulting in higher quality yield

- (f) Total 79 product registrations received from the CIB & RC. Obtained 3 registrations in 3 countries for one product
- (g) Neck blast improved versions of key rice hybrids are under field evaluation to enable launch of improved versions
- (h) All maize hybrids advanced to commercialisation are tolerant to Tembotrione and the conversion of parents of key cotton hybrids for GMS production is accelerated

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

The details of technology imported	Formulation development technology for weed management in wheat crop	Formulation development technology for weed management in wheat crop	Formulation development technology for weed management in wheat crop
The year of import	2021-22	2022-23	2023-24
Whether the technology has been fully absorbed	No	No	No
If not fully absorbed, areas where absorption has not taken place and the reasons thereof	The stability of the formulation is currently under progress	The stability of the formulation is currently under progress	The stability of the formulation is currently under progress

(iv) Expenditure on Research and Development (R & D):

(₹ in crore)

	2023-24	2022-23
Capital Expenditure	1.26	5.36
Revenue Expenditure	59.79	53.28
Total R & D Expenditure	61.05	58.64
Total R & D Expenditure as % of net Sales	2.31%	1.98%

(C) Foreign Exchange Earnings and Outgo

Foreign Exchange earned in terms of actual inflows during the year and Foreign Exchange outgo during the year in terms of actual outflows:

(₹ in crore)

	2023-24	2022-23
Foreign Exchange Earned	610.17	856.60
Foreign Exchange Outgo	431.21	530.91

On behalf of the Board of Directors

Bhaskar Bhat
Chairman
DIN: 00148778

Mumbai, April 22, 2024

Annexure E to the Board's Report

Disclosure of Managerial Remuneration

[Pursuant to Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

Disclosure of Managerial Remuneration

A. Ratio of remuneration of each Director to the median remuneration of the employees of the Company for FY 2023-24 as well as the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary is as under:

Name of Director/Key Managerial Personnel	Ratio to median remuneration	% increase in remuneration over previous year
Non-Executive Directors		
Mr. Bhaskar Bhat	3.02:1	-5.83
Dr. Punita Kumar Sinha ⁵	5.42:1	-2.15
Dr. C. V. Natraj	5.42:1	0.43
Ms. Padmini Khare Kaicker	5.71:1	2.95
Mr. Narain Duraiswami	-	*
Mr. R. Mukundan	-	-
Executive Director		
Mr. Sanjiv Lal, Managing Director & CEO ⁶	46.42:1	5.64
Key Managerial Personnel		
Ms. Subhra Gourisaria, Chief Financial Officer	29.50:1	7.89
Mr. Srikanth Nair, Company Secretary	-	*

⁵ Ceased to be an Independent Director and Member of the Board on March 25, 2024

* Since the remuneration is only for part of the year (current/previous), the percentage increase in remuneration is not comparable and hence not stated

⁶ Completion of tenure as the MD & CEO on March 31, 2024

Note:

- Remuneration includes sitting fees and commission for Non-Executive Directors. Commission relates to FY 2023-24, which will be paid during FY 2024-25.
- In line with the internal guidelines of the Company, no payment is made to Mr. R. Mukundan, Non-Executive Director of the Company, who is in full-time employment with other Tata Company and hence the above details are not applicable to him.

B. Percentage increase in the median remuneration of employees in FY 2023-24: 7.12%

C. Number of permanent employees on the rolls of the Company as on March 31, 2024: 1,657

D. Comparison of average percentile increase in salary of employees other than the managerial personnel and the percentile increase in the managerial remuneration:

Particulars	% Change in Remuneration
Average increase in salary of employees (other than managerial personnel)	7.12
Average increase/decrease in remuneration of managerial personnel	9.33*

* Remuneration to one of the Key managerial personnel was paid for part of the year in FY 2022-23 and for the full year in FY 2023-24

E. Affirmation:

It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and other employees is as per the Remuneration Policy of the Company.

On behalf of the Board of Directors

Bhaskar Bhat
Chairman
DIN: 00148778

Mumbai, April 22, 2024

Management Discussion & Analysis

Economic Overview


Global Economy

As per the World Bank, global economic growth is estimated at 3.2% for 2023 and projected to remain same for 2024 and 2025. Advanced economies are expected to see slight increase in growth from 1.7% in 2024 followed by 1.8% in 2025. Emerging and developing economies are overall expected to experience stable growth of 4.2% in 2024 and 2025.

Expecting steady decline of inflation from 6.8% in 2023 to 5.9% in 2024 and 4.5% in 2025. Stronger global growth can be expected in case of faster deflation, slower withdrawal of fiscal support, faster economic recovery in China and artificial intelligence driven supply-side reforms. The down-side risk to the growth are commodity price spikes amid geopolitical and weather shocks, slower than expected decline in core inflation requiring tighter monetary policy stance, faltering growth in China and disruptive action on fiscal consolidation. On the policy front, central banks focus will be on managing the decline of inflation and carrying out calibrated fiscal consolidation to support durable medium-term growth.

Indian Economy

Domestic GDP growth is estimated at 7.6% for FY 2023-24 compared to 7.0% in 2022-23. RBI is outlooking FY 2024-25 GDP growth of 7.0% and India will continue to remain the fastest growing large economy. RBI views that recovery of Rabi sowing, sustained profitability in manufacturing and underlying resilience of services should support economic activity in 2024-25. Inflation is expected to moderate in 2024-25 to 4.5% compared to the estimated 5.5% in 2023-24 and 6.7% recorded in 2022-23. On the policy front RBI is expected to continue its focus on aligning inflation towards its target. Geopolitical, climate change, global indebtedness and technology disruptions are the biggest risks

 **On the policy front, central banks focus will be on managing the decline of inflation and carry out calibrated fiscal consolidation to support durable medium-term growth.**

which may impact India's growth momentum. Agriculture sector growth estimated at 1.8% in 2023-24 compared to 4.0% recorded in 2022-23 as the country witnessed the hottest and driest August ever recorded over the century.

Amidst the above outlook, there are hurdles to navigate. Inflation, although slightly down, continues to hover above the RBI's target of 4%. Global factors like rising commodity prices and supply chain disruptions could spur inflation. Furthermore, the ongoing geopolitical issues and potential global economic slowdown pose a threat to India's exports and foreign investments.

Despite these challenges, India's economic fundamentals remain strong. The Government's commitment to increase capital expenditure in the coming year signifies its dedication to sustaining growth. The next few months will be critical in determining the future trajectory of the Indian economy, but the current momentum suggests a bright future.

Agriculture Sector Overview

Domestic Agricultural Sector

Indian agriculture continued to experience the impact of climate change. Amid El Nino conditions, Geographical and month-wise rainfall remained erratic, Southern Peninsula and Central India received deficit rainfall. These situations resulted in drought conditions in many parts of the country. Reservoir water levels towards end of the year was lower as compared to the same period last year and lower than last 10 year's average, causing shift in cropping patterns, segmental shifts and lower crop pest incidence, etc. As per the Second Advance Estimate for 2023-24, total foodgrains production in the country is estimated to be 1.3% lower than the previous year. Production drops also estimated in Oil seeds (9.2%) Sugarcane (9.0%) and, Cotton (4.0%).

Agricultural Exports

Agri exports is expected to grow in the current fiscal compared to \$53 Bn reported during the previous fiscal. Growth in exports of meat, dairy, cereal preparations, and fruits and vegetables are offsetting the challenges arising from restrictions placed on export of rice, wheat and sugar in a bid to rein in domestic prices.

Mega Trends in Indian Agriculture sector

India's domestic agricultural sector is undergoing a significant transformation driven by technology and innovation. There is a growing emphasis on diversification and increasing areas under high value crops, increase in drip irrigation and

demand for quality agri-inputs. Farmers are responding to the increasing demand for fruits, vegetables, exotic crops, organic produce, etc. to tap increasing domestic and export demand. Precision agriculture and data-driven approach allows for targeted resource utilisation, improved yields, and reduced waste. AgriTech startups are playing a crucial role in this transformation by developing solutions such as online marketplaces for farm inputs, weather forecasting and pest predictions. These advancements empower farmers with knowledge and resources, leading to better decision-making. Sustainable practices such as organic farming, water conservation methods, and biofertilisers are being adopted to reduce the environmental footprint of agriculture. Government initiatives of promoting digital literacy and rural infrastructure development aims to support the small and marginal farmers who often struggle to access technology and credit. By embracing technology, innovation, and sustainable practices, Indian agriculture can enhance productivity, empower farmers, and ensure food security for the nation.

Rallis' outlook for the Indian agriculture industry is optimistic and is committed to adapting evolving markets. Rallis' portfolio of crop protection, crop nutrition and improved seeds supported by a wide market reach aims to address emerging needs of Indian farming community. The Company is also committed to embracing IT and Digital for operational efficiency and improved customer experience.

Market Overview

Global Agrochemical Market

Global agro chemical market after two consecutive years of record growth is estimated to have degrown in 2023 driven by prolonged destocking and heightened pricing pressure. Crop commodity prices have declined from the recent peak levels though remain high by historical standards. High channel inventory level impacted

 **Rallis' outlook for the Indian agriculture industry is optimistic and is committed to adapting evolving markets. Rallis' portfolio of crop protection, crop nutrition and improved seeds supported by a wide market reach aims to address emerging needs of Indian farming community.**

North and South American markets. Chinese agrochemical industry witnessed over capacity and price drop during 2023. Declining agrochemical prices and variable weather conditions dented agrochemical demand in most of the Asia Pacific countries. Agrochemical prices and demand were stable in Europe, though adverse weather conditions in some of the countries impacted overall consumption. Currency crunch also impacted supplies to certain African and Asian countries.

The inventory situation in key geographies like Brazil, US and EU were significantly higher and destocking likely to continue till Q2 of FY 2024-25. Raw material prices during the last two quarters of FY 2023-24 were at an all-time low and likely to continue till Q2 of FY 2024-25.

Sluggish scenario of global agrochemicals is also reflected in 22% drop in exports from India during the fiscal year compared to 10% growth in the previous fiscal year. FY 2023-24 exports of \$ 4.2 Bn is lower than \$4.9 Bn exports recorded for FY 2021-22.

Company's exports were also impacted by an overall reduction in agrochemical pricing. Global industry expecting continued channel de-stocking in H1 2024, and normalisation expected post that. Shipping routes were impacted by the Middle East conflict causing logistic challenges in terms of cost and delivery lead times. Companies are recalibrating their inventory and timing of purchase to address volatility. India is expected to benefit from the fast-evolving sourcing strategy of global players on medium to long term.

Indian Agrochemical Market

The agrochemical market is currently estimated around ₹ 40,000 crore. The market is highly competitive with multi-nationals having the advantage of proprietary molecules and domestic companies leveraging low-cost generics and accessing niche molecules through partnerships. It is estimated that India consumes more than 400 agrochemical formulations covering Insecticides, Fungicides and Herbicides. Combination products are gaining popularity in India as well, as it provides ease of use to farmers and cross resistance development, which help in extending the useful life of active ingredients. New formulation technologies supported by advancement in adjuvants is increasing effectiveness and safe handling of Crop protection products. India being a leading producer as well as consumer of Agri produce, needs to sustain Agricultural productivity to ensure food security of the growing population and Crop protection solutions will continue to play an important role in sustaining Agricultural productivity. Paddy, Cotton, Soybean, Chilli, Sugarcane, Grapes, etc. are the major crops and major agriculture states like Maharashtra, Madhya Pradesh, Uttar Pradesh and Southern

states are the major geographies for consumption of crop protection chemicals.

In India, Insecticides is almost equal to the combined use of Herbicides and Fungicides in value terms. With the advancement of economy, there is scarcity of agricultural labour, which is prompting farmers to use herbicides as the cost-effective alternate to high cost manual weeding. The demand for insecticides is driven by the need to control the increasing incidence of pests across crops. Major crop pest segments are Paddy - stem borer and brown plant hopper; Cotton - thrips and whitefly and Vegetables - borer, thrips and sucking pests. The industry uses around 75 active ingredients for 165 formulations sold in the country. Active ingredients from Organophosphate, Diamides, Nicotinamides and Pyrethroids form the major chemical classes. The major crops for Herbicides usage are Paddy, Soybean, Sugarcane, Maize and Wheat. Amino Acids, Triazines and Fop are the major chemical classes. There are 60 active ingredients used in 100 odd herbicide formulations sold in India. Fungicide usage is increasing due to the higher incidence of diseases impacting crop outputs significantly caused by hot and humid weather conditions. Blast, blight, powdery and downy mildew are the major fungal diseases found in Paddy, Fruits and Vegetable crops in India. Active ingredients from Strobilurins, Triazoles and EBDC are the most popular chemistries in India. There are 65 active ingredients used in 135 odd fungicide formulations sold in India. Like the global trends, Chlorantraniliprole, Azoxystrobin and Glyphosate are the leading active ingredients in insecticides, fungicides and herbicides segments respectively in India.

In FY 2023-24, the Indian Crop protection industry has faced several headwinds such as raw material prices drop caused by global market inventory overhang, El Nino impacted erratic rainfall and resultant low reservoir water levels. Category-wise trends are covered as below:



In India, Insecticides is almost equal to the combined use of Herbicides and Fungicides in value terms. With the advancement of economy, there is scarcity of agricultural labour, which is prompting farmers to use herbicides as the cost-effective alternate to high cost manual weeding.

Insecticides: Insecticides are the chemicals used to kill, repel, or control insects that feed on crops. Overall the insecticides segment has grown by about 6-8% this year. There have been ups and downs in different crop-pest segments. The Lepidopteran segment in Paddy, Chilli and Pulses and the Sap Sucking pest segment in Cotton, Chilli and Vegetables accounted for growth. There has been a decline, due to rains at the time of application in North India and less pest pressure and switch to low-cost generics in Soybean and Pulses.

Herbicides: They are often called weedicides, which are used to control undesired plants/weeds in crop field. The overall domestic herbicides segment has degrown 3-4 % due to El Nino impact and erratic rainfall leading to low moisture level in the field prompting Sugarcane, Soybean and Pulses farmers to skip the herbicide application.

Fungicides: Fungicides are another type of pesticides, but instead of targeting insects or weeds, they specifically kill or inhibit the growth of fungi and their spores, which grow on the crop. Overall fungicide segment has degrown due to poor erratic rainfalls. Kharif season was hit badly due to less disease incidence, dry spells and intermittent rains during fungicide spraying windows which lead to skipping of fungicide sprays.

Domestic Crop Nutrition

Crop Nutrition is a critical input for improving production, productivity and quality of farm produce. The Indian crop nutrition market is a two segment business comprising bulk fertilisers and the more diverse non-bulk fertiliser sector. Within non-bulk fertilisers, a variety of specialty products are offered, including organic fertilisers, bio-fertilisers, bio-stimulants, secondary and micronutrients, and water-soluble fertilisers. This segment is bustling with activity from smaller players, who often operate regionally or nationally, focussing on a few or all these niche categories. Organised Indian crop nutrition industry is estimated at ₹ 8,000 crore in FY 2023-24. Industry demand was impacted by poor rainfall and reservoir levels. The primary drivers contributing to the Crop Nutrition Industry in India are low fertiliser use efficiency, degrading soil health, increased areas under high value crops, increase in drip irrigation and demand for quality products. Farmers' acceptability and usage increasing for biostimulants, biofertiliser, micronutrients etc. Soil health management and integrated crop care are the key issues which will have more importance in the near future. Industry is getting more and more organised and the Company is strategically positioned itself to tap the opportunity.

Domestic Seeds

Seed is a basic input for agriculture, containing live embryonic plants with a protective coat, that germinates into a new plant and instrumental for food security. The Indian organised seeds industry is currently estimated over ₹ 16,000 crore. The seeds industry is expected to witness continued demand for hybrid seeds in Cotton, Maize, Millet, Mustard and Vegetables. With focus on coarse Millets like Pearl Millet and Sorghum as climate resilient crops and providing healthier food options, the Millet seed market is likely to grow. However, in Paddy there is an increasing trend towards improved varietal seeds in some geographies linked to eating quality vis-à-vis hybrid. Climate change significantly impacted the key seed production season of Rabi and the industry is outlooking seed availability challenges for the upcoming season.

Company Overview

About Rallis

Rallis India Limited, subsidiary of Tata Chemicals Limited is one of India's leading agro science companies. With more than 75 years of experience in servicing rural markets, the Company is popular across Indian farmers with the most comprehensive portfolio. Rallis is known for its deep understanding of Indian agriculture, sustained contact with farmers, quality agri-inputs, branding, and marketing expertise along with its strong product portfolio in crop protection, crop nutrition and seeds which is available through a vast distribution network of around 7,000 dealers and over 1,10,000 retailers across India. Crop Protection portfolio of active ingredients, bulk and branded formulations covers herbicides, insecticides and fungicides and caters to domestic and export markets. Crop Nutrition portfolio, which is largely focussed on the domestic market, consists of biostimulants, biofertilisers, biopesticides, organic fertilisers, water-soluble fertilisers as well as micro and secondary nutrients. Rallis' production capacities and process development capabilities are complemented by International EHS standards and strict quality parameters to meet the global registration requirements. Rallis has partnered with customers to service 70+ countries and is a preferred partner for custom synthesis manufacturing. Rallis' Seeds business portfolio covers key field crops Paddy, Maize, Millet, Cotton, Mustard, apart from select Vegetable crops.

Business Overview

Domestic Crop Care and Seeds

Rallis provides Indian farmers with a comprehensive range of sustainable crop care and seeds solutions. The portfolio includes insecticides, herbicides, fungicides, Crop nutrition products and Seeds – all designed to optimise farm productivity and improve the livelihood of Indian farmers. Rallis' extensive field force works

directly with farmers throughout the country, supported by a vast distribution network reaching 80% of India's districts.

Exports Crop Protection

Rallis has emerged as a reliable source for technical grade agrochemicals, bulk formulations, and small pack formulations for serving global farmers directly as well as through its global partners spread over 70+ countries. Rallis leverages its process development and manufacturing capabilities supported by global EHS standards to extend custom synthesis manufacturing services to global partners.

Manufacturing and R&D

Five state-of-the-art crop care manufacturing facilities located strategically in Maharashtra and Gujarat are equipped to produce high-quality technical grade agrochemicals and formulations. Seeds business operates its own maize cob drying plant and has long-term partnerships for seed processing, packing, and storage near Hyderabad, the hub of seed processing in India. Rallis' R&D efforts are driven by two dedicated Innovation centres, located in Bengaluru, underscoring Rallis' commitment to innovation led portfolio development aimed at optimising farm productivity.

Business Performance

Rallis continued to stay resilient in terms of its performance. During the year, Rallis revenue reached to ₹ 2,648 crore as against ₹ 2,967 crore during FY 2022-23, a degrowth of 11%. The business was impacted by El Nino conditions and Global Inventory overhang.

Domestic Crop Care

Domestic Crop Care business is impacted by erratic rainfall amid El Nino conditions and low prices. During the year, the Domestic Crop Care business recorded a revenue of ₹ 1,594 crore as against ₹ 1,643 crore during FY 2022-23, a degrowth of 3% over last year. Under brand business, the Company successfully launched 13 products in the Crop protection portfolio and 6 products in Crop nutrition portfolio.

Insecticides

Rallis' insecticide revenue has grown by 2% over last year generating ₹ 688 crore despite low pest incidents due to erratic weather conditions. During the year, the Company has launched 9 new Insecticides including Benzilla for the Paddy BPH segment.

Fungicides

Fungicides demand was relatively low in paddy and other relevant crops due to erratic weather conditions and low disease incidence. Fungicides revenue has declined by 4% compared to last year, reaching ₹ 406 crore. During the year, the Company launched a broad-spectrum combination fungicide, having multiple crops usage.

Herbicides

Rallis' herbicides revenue declined by 18% due to erratic rainfall, impacting herbicide usage, and reached ₹ 282 crore. During the year, the Company launched one combination herbicide and a non-selective herbicide in line with the Company strategy of strengthening portfolio to tap increasing herbicide demand.

Crop Nutrition

Rallis has a range of unique and differentiated products in Organic fertilisers, Biofertilisers, Biostimulants, Secondary and micronutrients, Water Soluble Fertilisers and Biological categories covered under Crop Nutrition business. Rallis has launched 6 new products including 3 Water Soluble Fertilisers, an Organic Soil conditioner, a neem-based Biopesticide and a Micronutrient containing zinc. The upcoming manufacturing facility at Akola is expected to contribute to Water Soluble Fertiliser driven growth of Crop Nutrition portfolio. Segment registered a revenue growth of 0.9% over last year.

Innovation Turnover Index (ITI) for the Domestic crop care brand business

ITI, the revenue share of new products (up to 4 years from launch), stood at 16% for Domestic Crop Care business. ITI was 20% for Insecticides followed by 18% in Herbicides, 12% in Crop Nutrition and 7% in Fungicides.

Exports

The Exports business recorded a revenue of ₹ 639 crore during the year as against ₹ 979 crore, due to global industry headwinds. The recently commissioned multi-purpose plant expected to support the portfolio enhancement strategy, which is supplemented by registration investments. During the year, the Company has gained 3 new registrations in overseas markets, and added 2 new products under CSM business. These efforts will support the Company's growth in exports business going forward.

Seeds

The Seeds business was supported by strong performance by the Cotton hybrids reported revenue growth during the year.

Like other industry players, the Company is also facing hybrid seed production challenges which may restrict the growth momentum to some extent. Management initiatives focussed on optimising operating cost expected to drive medium to long-term profitable growth. During the year, the Company has launched 8 products across Maize, Millet and Vegetable crops.

Farmer and Channel Engagement

Farmer Engagement

Customer centricity as one of the stated values, Rallis has established a robust farmer engagement process aimed at enhancing farm prosperity. As part of the farmer engagement process, the Company carries out activities like crop seminars, village level farmer meetings, demonstrations followed by field days, field visits and individual farmer contacts which helps to stay connected with the farmers across the country. These advisory activities are also supported by 'Dr. Vishwas', Toll Free Helpline and other digital and social media platforms. By end of March 2024, 1.7 lakh Facebook followers, 8.8k Instagram followers and 13.5k YouTube subscribers were registered.

Crop Care

Company's guiding principle of engaging with farmers is through Rallis Samrudh Krishi (RSK), a crop solution-centric approach to align the Company's Customer Connect activities with the season's progress. During the year, the Company sharpened focus on identifying "Crop x Geography x Brand" set, to align planning and execution of sales and marketing activities comprehensively supported by Sampark and E-Sparsh digital platforms. For ensuring deeper understanding of evolving farmer needs and market trends, the Company organised Focussed Group Discussions (FGD) with farmers. Customer feedback surveys (bi-annually) and C-Sat studies (once in 2 years) as well as specific product research surveys and regular on-field engagements, provided greater understanding of market trends and customer needs.

Seeds

The Company has implemented various programmes and initiatives aimed at farmers and channels to build long-term relationships such as Dhaanya Progressive Farmer groups, which are designed to have an early look at our new or pipeline products and seek their feedback and comprehensively formulate the communication regarding the product to the general community of farmers when the Company market the seed on a large scale. During pre-season, the Company conducts group farmer meetings assisting them in selecting the most suitable seed products based on their local conditions.

Channel Engagement

The Company has a strong Channel partner base reaching 80% of Indian districts and working meticulously in various aspects of Channel management like, having the right set of Channel, Geography - Crop coverage, creating long-term relationships, enhancing loyalty, mutual growth and sustainable success in the marketplace.

Crop Care

Rallis has various channel engagement activities viz. MD Eliteclub and COO club for key distributors and Anubandh Retailer club. FGDs and Bhagidhari Sabha are conducted on annual basis to understand the concerns of key channel partners. e-Bandhan and Dealer management app supports regular interactions with channel partners.

Seeds

The Company's dealer engagement programmes Arohi, Milan, Milaap and Regal recognise and reward high performing channel partners. Some of these programmes involve the family members of channel partners, designed to engage them meaningfully. Dhaanya Edge Loyalty club program is dedicated to retailers.

For enhanced management of Retailers engagement, the Company is going to launch "Anubandh Edge" Retailer Loyalty App and digital platform, for both Crop care and Seeds.

Overall, Rallis Domestic market focus is on intensification of marketing efforts, farmer outreach and advocacy programmes, product stewardship initiatives, expansion of the retailer network, and fostering channel loyalty. For Global markets, the focus is to expand global footprint, to tap the opportunities emerging in the new markets, taking inspiration from the evolving Indian market and the "India Plus" strategies of global peers.

Digital Integration

Rallis prioritises digital platform usage across operations for improved efficiencies and data-based decisions.

e-Bandhan: Dealer management application provides real-time information to dealers and front line sales team.

e-Sparsh: Application for Sales & Marketing team for dealer onboarding process and supports performance review and efficient customer grievance handling.

Sampark: Application for performance tracking of on-ground field force.

Plan Guru (SAP-IBP): Integrated Business Planning system for efficient forecast and demand fulfilment process.

Transport Management System (TMS): Logistics automation platform for improved transparency, efficiency, visibility and accuracy.

SeedSay: An advanced analytics tool for demand forecast to optimise placements.

SeedSure: Digital platform for end-to-end management of Hybrid seed production to enhance visibility and traceability of farm-level operations.

DRISHTI 2.0: A remote sensing and AI-based crop monitoring and weather forecasting system for internal and external customers. Rallis has partnered with large group Plantation customers to develop the DRISHTI tea plantation monitoring platform, which includes plant stress monitoring, irrigation decision support system, section-level pest forecast models, etc.

Dr. VISHWAS: Rallis' farmer call centre, provides crop management advisory services in 10 different languages.

Anubandh Edge: A digital solution to enhance the visibility and traceability of retailer-level operations.

Research and Development

R&D Crop Care

Rallis has been focussed on developing differentiated and safe to use agri-input solutions for serving farming communities in domestic and key global markets. On the formulation front the Company adopt emerging formulation technologies such as oil dispersion, zeon concentrate, capsule suspension etc. for developing patent-protected efficacious and ecofriendly agri-input solutions including combination products. Rallis leverage advancement in adjuvants technologies to improve product efficacy in terms of quicker penetration into plant tissues, rain fastness, improved retention on laminar surface, etc.

Rallis has initiated development of route of synthesis and cost effective process for the identified active ingredients becoming off-patent in coming years to expand domestic and international reach and customer base of customs synthesis manufacturing business. Company has engaged with local and global biologicals companies to access technologies while building in-house capabilities.

- Filed 5 patent applications for formulation/processes for domestic market and one PCT application filed for international market. Three patents were granted during the year
- Developed and scaled up 2 new formulations
- Developed new and differentiated products in Crop Nutrition segment
- After successful university evaluation, the Company has submitted regulatory studies for drone-based application for 7 products
- Company has obtained 82 new registrations for India / export markets

R&D Seeds

Rallis continues to work closely with farmers to understand their emerging needs and use these as inputs in the R&D program. Drought tolerance is emerging as the key requirement for maize farmers and have built drought resilient hybrids. Company has deployed solutions to tackle the neck blast in paddy. Molecular breeding programmes in maize has discovered useful novel loci for disease tolerance and has developed a machine learning algorithm for genomic selection that helps in developing excellent hybrids. By a judicious combination of breeding process and molecular breeding technologies, the Company is entering an era of development of impactful hybrids at higher success rates. Rallis' biotech program is focussed on developing insect resistance, herbicide tolerance and drought tolerance traits to deliver customised solutions. Received process patent in identifying and designing suitable DNA constructs to control Phytopathogens.

Financial Overview

Performance for the year ended March 31, 2024

Particulars	FY 2023-24 (₹ crore)	FY 2022-23 (₹ crore)	Change (%)
Revenue from operations (Net)	2,648	2,967	-11%
Other income	16	13	23%
Cost of materials consumed	1,578	1,943	-19%
Power and fuel	86	95	-10%
Freight, handling and packing	80	98	-19%
Employee benefits expenses	262	256	2%
Depreciation and amortisation expenses	114	91	25%
Finance costs	18	12	44%
EBITDA	311	218	43%
Profit after tax	148	92	61%

Note: Figures are rounded off to the nearest crore

Key Accounting Heads

Income

- During FY 2023-24, total income of the Company decreased by 10.6% from ₹ 2,980 crore in FY 2022-23 to ₹ 2,664 crore in FY 2023-24. This comprises revenue from operations and other income

- Revenue from operations decreased by 10.7% during the year, from ₹ 2,967 crore in FY 2022-23 to ₹ 2,648 crore in FY 2023-24, Mainly driven by de-growth in exports business. Other income increased by 22.7% from ₹ 13 crore in FY 2022-23 to ₹ 16 crore in FY 2023-24, which was due to higher level of current investments during the year

Expenses

- The Company's total expenses decreased by 13.4% from ₹ 2,852 crore in FY 2022-23 to ₹ 2,469 crore in FY 2023-24. Major expense items comprise the cost of materials consumed, purchase of stock-in-trade, power and fuel, freight, handling and packing, employee benefits, finance costs, depreciation, and amortisation expenses
- Cost of materials consumed (including stock adjustments and purchases) decreased by 18.8% from ₹ 1,943 crore in FY 2022-23 to ₹ 1,578 crore in FY 2023-24, due to lower level of sales and reduction in key raw material prices
- Power and fuel expenses decreased by 9.7% from ₹ 95 crore in FY 2022-23 to ₹ 86 crore in FY 2023-24, mainly due to the lower production
- Freight, handling and packing expenses decreased by 18.9% from ₹ 98 crore in FY 2022-23 to ₹ 80 crore in FY 2023-24 due to lower export sales during FY 2023-24
- Employee benefit expenses increased by 2.3% from ₹ 256 crore in FY 2022-23 to ₹ 262 crore in FY 2023-24. This increase was on account of regular increments
- Depreciation and amortisation expenses increased by 24.9% from ₹ 91 crore in FY 2022-23 to ₹ 114 crore in FY 2023-24. This is on account of commercialisation of projects in line with the capacity expansion strategy

Profitability

- EBITDA margins increased by 439 basis points (bps) from 7.4% in FY 2022-23 to 11.7% during the year under review. Increase in EBITDA margin was on account of improved margins in domestic formulation business coupled with reduction in other expenses. The reduction in other expenses was largely attributed to the optimisation of fixed costs achieved through the development of IT systems, coupled with ongoing efforts to optimise expenses. Performance in FY 2022-23 was impacted due to impairment of technical know-how and provision for slow moving inventory

- Profit After Tax (PAT) increased by 60.8% from ₹ 92 crore in FY 2022-23 to ₹ 148 crore in FY 2023-24. PAT for FY 2022-23 was impacted due to impairment of technical know-how and provision for slow moving inventory.

Analysis of Performance – Balance Sheet

Non-Current Assets

Particulars	As at March 31, 2024 (₹ crore)	As at March 31, 2023 (₹ crore)	Change (%)
Property, plant and equipment	661	520	27%
Right-of-use asset	127	30	317%
Capital work-in-progress	19	179	-89%
Investment property	1	0	900%
Goodwill on amalgamation	196	196	0%
Other intangible assets	23	12	92%
Intangible assets under development	42	57	-26%
Financial assets			
I. Investments	4	3	13%
II. Other financial assets	16	20	-21%
Income tax assets (net)	97	98	-1%
Other non-current assets	38	38	0%
Total	1,223	1,153	6%

Note: Figures are rounded off to the nearest crore

Non-current assets increased by 6.1% from ₹ 1,153 crore as on March 31, 2023 to ₹ 1,223 crore as on March 31, 2024.

The 27.2% increase in property, plant, and equipment was primarily due to the capitalisation of the Multi-purpose plant at Dahej along with other assets during the year. This corresponded to a decrease in capital work-in-progress, which dropped by 89.4%.

Working Capital

Particulars	As at March 31, 2024 (₹ crore)	As at March 31, 2023 (₹ crore)	Change (%)
Current Assets			
Inventories	808	793	2%
Financial assets			
I. Investments	247	219	13%
II. Trade receivables	579	499	16%
III. Cash and cash equivalents	27	44	-40%
IV. Bank balances other than (iii) above	5	2	157%
V. Other financial assets	6	6	11%
Other current assets	106	78	36%
Assets classified as held for sale	3	4	-36%
Total current assets	1,780	1,644	8%
Current Liabilities			
Financial liabilities			
I. Borrowings	0	101	-100%
II. Trade payables	600	588	2%
III. Other financial liabilities	200	156	28%
IV. Lease liabilities	20	12	71%
- Provisions	11	7	54%
- Income tax liabilities (net)	2	3	-44%
- Other current liabilities	185	121	53%
Total current liabilities	1,018	989	3%
Working capital (Net Current Assets)	762	656	16%

Note: Figures are rounded off to the nearest crore

- Working capital (net current assets) of the Company increased by 16.2% from ₹ 656 crore as on March 31, 2023 to ₹ 762 crore as on March 31, 2024. The working capital cycle increased to 98 days this year as against 84 days in the previous year. The current ratio was at a comfortable level of 1.75
- Key elements of current assets comprise investment, inventory, trade receivables, cash and cash equivalents and

bank balances. Current investments stood at ₹ 247 crore as on March 31, 2024, compared to ₹ 219 crore as on March 31, 2023.

Inventory:

Inventory increased by 1.9% from ₹ 793 crore as on March 31, 2023 to ₹ 808 crore as on March 31, 2024. Inventory cycle increased from 163 days to 185 days.

Trade receivables:

Trade receivables increased by 16.2% compared to the previous year and debtor turnover increased from 58 days as on March 31, 2023 to 75 days on March 31, 2024. Increase in debtors was reported in Domestic Crop Care and International business.

Trade payables:

Creditors increased by 2.0% during the year mainly due to increase in credit period of imports and domestic vendors. Creditor turnover increased from 126 to 137 days.

Net cash flows:

Net cash flows from operating activities were ₹ 269 crore against ₹ 217 crore for the previous year.

Capital employed

Particulars	As at March 31, 2024 (₹ crore)	As at March 31, 2023 (₹ crore)	Change (%)
Equity			
Equity share capital	19	19	-
Other equity	1,810	1,711	6%
Total equity	1,829	1,730	6%
Financial liabilities			
I. Non-Current Borrowings	1	3	-59%
II. Non-Current Lease Liabilities	112	21	433%
III. Current Borrowings	0	101	-100%
IV. Current Lease Liabilities	20	12	71%
Total Debt	134	137	-2%
Deferred Tax Liabilities	1	12	-95%
Total	1,964	1,879	5%

Note: Figures are rounded off to the nearest crore

Capital employed increased by 4.5% to ₹ 1,964 crore as on March 31, 2024. Return on Capital Employed (ROCE) stood at 10.9% as on March 31, 2024 as against 7.5% as on March 31, 2023. Capital employed comprises net worth, non-current borrowings, current borrowing, non-current lease liabilities, current lease liabilities and deferred tax liabilities.

Net worth increased by 5.7% from ₹ 1,730 crore as on March 31, 2023 to ₹ 1,829 crore as on March 31, 2024. It comprises equity share capital divided into 19,44,68,890 equity shares of ₹ 1 each and reserves and surplus of ₹ 1,810 crore. Return on Net Worth (RONW) as on March 31, 2024, increased to 8.3% from 5.4% as on March 31, 2023, due to improvement in profitability during the year.

The Company's debt decreased by 2.2% as on March 31, 2024. This includes non-current borrowings, current borrowing, non-current lease liabilities, current lease liabilities and deferred tax liabilities. The Company's Debt-Equity ratio as on March 31, 2024 stood at 0.07 as compared to 0.08 as on March 31, 2023.

Key Financial Ratios

Type of Ratio	2023-24	2022-23	Variance	Reason for Variance greater than 25%
Return on Equity (%)	8%	5%	55%	Increase is on account of increase in profit as compared to previous year. In previous year, factors that contributed to a lower profit, include steep cost inflation in key raw material prices and higher provisions on account of impairment of technical know-how of seed development technology and provision for slow-moving inventory in seeds.
Net Profit Margin (%)	6%	3%	81%	Higher net profit margin ratio is on account of increase in profit for the year as compared to the previous year. In previous year, factors that contributed to a lower profit, include steep cost inflation in key raw material prices and higher provisions on account of impairment of technical know-how of seed development technology and provision for slow-moving inventory in seeds.

Type of Ratio	2023-24	2022-23	Variance	Reason for Variance greater than 25%
Return on Capital Employed (%)	11%	7%	45%	Increase due to higher profitability during the current year as mentioned above.
Return on Investment (%)	8%	5%	55%	Increase due to higher profitability during the current year as mentioned above.
Current ratio	1.75	1.66	5%	NA
Debt Equity Ratio	0.07	0.08	(8%)	NA
Debt Service Coverage Ratio	2.00	0.61	226%	Variance on account of increase in earnings during the year by 23% and decrease in debt service by 62%. In previous year, there were certain one time impairments due to which earnings were lower. Also, Company had fewer repayment of borrowings on account of lesser loans taken during the year.
Inventory Turnover	1.97	2.25	(12%)	NA
Debtors Turnover	4.89	6.26	(22%)	NA
Trade Payables Turnover	2.66	2.90	(8%)	NA
Net Capital Turnover Ratio	3.71	4.30	(14%)	NA
Operating Profit Margin (EBITDA)	12%	7%	60%	Increase is on account of improved margins in domestic formulation business coupled with reduction in other expenses. The reduction in other expenses was largely attributed to the optimization of fixed costs achieved through the development of IT systems, coupled with ongoing efforts to optimize expenses. Performance in FY 2022-23 was impacted due to impairment of technical know-how and provision for slow moving inventory.
Interest Coverage Ratio	12.03	11.4	5%	NA

Opportunities and Outlook

As the Company marches towards India@100, technology-driven and knowledge-based economy expected to fuel rapid transformation of agriculture. Crops such as Cotton, Soybean, Maize and Sugarcane not only provides major export opportunities but also source for important input to the domestic industries to support India's economic prosperity. To provide food security of growing population, India needs to sustain the production of food grains, fruits and vegetables which can also be leveraged to tap export market including value-added products. Country needs to address high import dependency on edible oil as well as pulses. Climate change and sustainability challenges are fast emerging as concern area for global agriculture, and it will make fragmented farmer base and agri dependent Indian rural economy more vulnerable. Leveraging technology across the agri value chain is critical for the sustainability of agriculture to support India's march to further economic prosperity. Government policies are focussed on transforming the agriculture value chain for increasing farmer income for balanced economic growth and also address the emerging challenges in agriculture.

Value chain partners like Rallis has an important role to play in transforming agriculture activities and Rallis has been strengthening its core to tap the emerging markets opportunities.

India is now second largest exporter of agrochemicals and has the potential to sustain the growth as the global agrochemical industry is increasingly looking at India in their supply chain diversification strategy. Government is providing policy support to leverage the emerging manufacturing opportunity. Rallis has been investing in enhancing R&D and manufacturing infrastructure, with a focus on product development to strengthen the portfolio and position the Company to capture emerging prospects.

Exports

Rallis will continue to leverage its strong position in four of its existing products with appropriate investment in registration and manufacturing capacity enhancement aimed at increasing the share of wallet from its existing partners and build new partnerships. Phased active ingredient portfolio expansion strategy for multi-fold increase of the addressable market will be supported by investment in registration in key markets of Europe, South and North America to service existing and new partners.

Efforts to widen customer base in custom synthesis and manufacturing business leveraging chemistry capabilities in process development and manufacturing is aligned with supply diversification strategies emerging from global agrochemical peers. The Research & Development team is undertaking process trials of pipeline projects which are expected to be commercialised and

scaled up in a phased manner in the coming years. Recently commissioned multi-purpose plant capacity will be fully leveraged for providing contract manufacturing services and committed for further manufacturing investments based on emerging customer needs.

Domestic Crop Care

In Crop Protection, the Company will be focussed on new product launches and scale-up including recent launches not only to leverage strong presence in high crop care consuming crops such as paddy, cotton, fruits and vegetable crops but also to increase its footprint in crops like soy, sugarcane, maize, wheat, pulses and oil seeds. Patented and highly differentiated recent launches and pipeline is aligned with the emerging needs of the farmers.

Crop Nutrition strategy is to sustain the growth momentum by increasing revenue from large area crops, which are underpenetrated. The Company will continue to leverage its strong presence in fruit and vegetable crops through the crop life cycle management approach. New products launched in the soil conditioner segment is specifically focussed to tap the niche crop segments. Water Soluble Fertilizer manufacturing infrastructure being commissioned shortly will fast track growth of the specific segment.

Market penetration strategy of increasing distribution and retail network will fast track market share gain driven growth of Crop Care business. Digitalisation initiatives such as e-Bandhan, e-Sparsh, Sampark and advanced analytics platforms such as DRISHTI is focussed on enhancing customer experience supported by the field force spread across the country.

Seeds

Management initiatives for stabilising revenue for profitable growth with calibrated fixed costs and operational efficiency will continue to be the near-term priority. Revenue growth will be driven by successful North Cotton portfolio and differentiated products in rest of the cotton segments and in other crops including recently launched products with market-relevant traits. Hybrid seed production will be stabilised leveraging digital platforms DRISHTI 2.0, SeedSure and SeedSay.

Company will work with industry peers in addressing the regulatory challenges for commercialising promising biotechnology events which are undergoing regulatory and internal trials.

Risks and Concerns

The Company has developed and implemented a robust Enterprise Risk Management (ERM) Framework and a standard process to ensure a coordinated and integrated approach for

managing Risks and Opportunities across the organisation. This framework reinforces the commitment to effectively identify and manage the existing and emerging risks and harness the underlying opportunities while safeguarding the business value to achieve its strategic objectives and to facilitate risk informed decision-making.

Risk assessment, monitoring and reporting with defined response action plans are regularly reviewed at appropriate levels within the organisation to maintain an ongoing oversight. Some of the key business risks are in relation to: Climate Change Impact, Human Resources, Cyber Security, Environmental, Social and Governance, new product pipeline etc. The Company has put in place adequate measures to mitigate these risks.

Safety, Health and Environment & Sustainability Environmental health and safety management system

Safety is a core value at Rallis. The Company is committed to achieving "Target Zero", which signifies the elimination of any harm across all its operations and processes. This commitment is reflected in the Company's Safety Management System, which is in line with leadership dedication and continual process improvement. Company leverages a comprehensive set of voluntary standards, such as e Process Safety and Risk Management (PSRM), ISO 45001, ISO 14001, ISO 5001 & Responsible Care. This allows to benchmark safety, health and environment practices to refine company's EHS management system. These certifications demonstrate a structured approach to sustainability. It guides Company in minimising its environmental footprint through responsible practices to ensure a safe and healthy work environment for employees and community around us. Rallis follows the Responsible Care guidelines established by the Indian Chemical Council (ICC). This programme promotes continuous improvement in EHS performance within the chemical industry. Company have also implemented e OSHA Process Safety Risk Management standards across all manufacturing locations.

Safeguarding Employee Health through Proactive Measures

Rallis' occupational health services play a crucial role in identifying and mitigating workplace hazards and risks. Conducts regular health checkups and monitoring programmes which help to identify early signs of work-related illnesses or potential health issues. Industrial Hygiene assessments are done to measure workers' exposure to various physical, chemical, and biological hazards. Workplace accidents and incidents are investigated to identify underlying causes and potential hazards that need to be addressed.

Key actions to strengthen health and safety framework in FY 2023-24

Rallis strives for 'Target Zero Harm', a philosophy that prioritises the elimination of all work-related injuries and illnesses. To achieve this ambitious goal, the Company have identified four key focus areas that align with the inherent risks associated with our business operations: Process Safety Management, Contractor Safety Management, Work at Height Safety, and Road Safety.

The Company has partnered with industry experts to implement comprehensive Process Safety Risk Management (PSRM) program at Dahej SEZ and Ankleshwar and being expanded to Dahej CZ, Lote, and Akola units.

Behavioural-based safety is implemented at all sites and Daily Behavioural Safety Observations (BSO) rounds are taken by dedicated team comprising employees and associates.

Safety management software solution is implemented across location for reporting various safety-related events like safety incidents, near-miss observations identified through BBS (Behaviour Based Safety) programmes. A dedicated portal launched for Management of Change (MoC) initiatives. The various safety KPIs are provided in data analytics dashboard for real-time insights.

Senior management actively participates in monthly safety review meetings, ensuring high-level accountability for safety performance across the organisation.

Conducted safety Felt leadership programmes specifically designed to equip line managers and business partners with the necessary skills to promote a positive safety culture within their teams.

Company extends safety focus beyond its own operations. Rallis conduct ESG (Environmental, Social, and Governance) practice audits at its critical business partners' facilities, ensuring that safety is a shared value throughout our value chain.

Progress on Zero Liquid Discharge (ZLD) Initiative

Rallis has successfully achieved ZLD status at its Akola and Dahej CZ manufacturing units. The Ankleshwar unit currently possesses

ZLD capability, the Company is actively working to optimise processes and further enhance water management practices at this facility to achieve full ZLD implementation.

Rallis in the process of converting Dahej SEZ and Lote units into ZLD capable facilities to reduce overall water footprint.

Energy & Emissions

Rallis established a significant milestone towards sustainability with the installation of a 4.4 MW solar power plant at the Dahej Chemical Zone in 2016. Rooftop solar projects installed at Akola and the Dahej CZ, along with utilising locally sourced renewable biomass fuels. More than 30% of energy mix now comes from renewable sources. As part of long-term plan, Rallis is planning 100% renewal energy source for its Thermal energy requirements.

Community Safety Awareness Programmes at Rallis

Rallis extends its commitment to safety beyond the workplace through various Corporate Social Responsibility (CSR) programmes. These programmes aim to raise awareness about safety practices in the community. Programmes to educate the community on safe driving practices and pedestrian safety for students and communities. Tailored-made programmes are designed to inform the community about potential hazards within the home and preventive measures to ensure a safe environment. Farmers and their families are given awareness sessions about the safety handling and use of crop protection products.

Human Resources

The Company has implemented various initiatives and programmes to create a positive and employee-friendly environment which empowers our employees to drive growth and innovation. This includes activities such as, reward and recognition programs, wellness programs, Flexible work arrangement, competency enhancement and skill development programs, career growth opportunities. The introduction of Performance Dialogue at periodical interval and the revamping of the internal job posting process for Career progression have helped creating opportunities.

Rallis' talent pool has been nurtured to handle the challenges of tomorrow while helping deliver organisational goals of today. Adding to this is the diversity policy, which ensures that the workforce is balanced on various measures of diversity. The Company has established robust people processes and initiatives that nurture a high-performing and inclusive work culture. The Company believes in people-friendly workplace policies and constantly updates and refines them based on feedback received from employees. The Company has well-documented employee-friendly policies to enhance transparency,



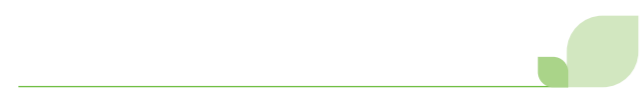
The Company has developed and implemented a robust Enterprise Risk Management (ERM) Framework and a standard process to ensure a coordinated and integrated approach for managing Risks and Opportunities across the organisation.

create a sense of teamwork, oneness and trust among employees and align employees' interests with the organisation's strategic goals. All the policies, benefits and guidelines are disseminated periodically. These policies assist in providing a holistic workplace environment and play a key role in the right talent onboarding, talent retention and leadership development. The Company has also developed well-designed and documented corporate policies such as the Whistleblower Policy and POSH ('Prevention of Sexual Harassment') Policy, Guidelines on Human Rights, to prevent discrimination and harassment and to discourage wrong practices. The Company ensures equal access to opportunities in the areas of recruitment, learning & development, career progression and advancement. This is regardless of gender, age, racial/ethnic background, religion, or social status.

Some of the important HR initiatives include:

- Leadership Development programmes/ Assessment & Development Centre
- First time manager Development programmes, Managerial Effectiveness
- En-rich skill enhancement programmes through Global Gyan Academy
- "We Care" initiatives for employee physical & mental wellness
- Celebration of Family Day across locations
- Specific 2-days offsite programme for various functions
- Your Dost-Employee initiative provides counselling, financial and mental health guidance

The employee engagement score stood at benchmark level. The survey outcome depicts valuable insights into the employees' perceptions, sentiments, experience, and the areas which need to be improved. Recently Rallis has been awarded as the Best Employer 2023 by Kincentric which is a huge recognition to progressive people practices and vibrant workplace environment. It also signifies our urge to create a premium employee value proposition.



The Company has implemented various initiatives and programmes to create a positive and employee-friendly environment which empowers our employees to drive growth and innovation.

The Company's total permanent employees and permanent workers strength is 1,657, including 62 female employees as on the end of the financial year March 31, 2024.

Corporate Social Responsibility

Company continued to focus on following flagship CSR programmes:

Jaldhan: Rainwater harvesting initiative in 14 villages and Tribal wadis from Maharashtra & Gujarat. Harvested 3.92 MCM water during the year impacting 1.7 lakh villagers.

Rallis Ujwala Bhavishya Yojana: RUBY focusses on improving the academic performance of students by providing quality education and enhancing the capabilities of the teachers through exposure and training.

Unnat Gram: Holistic development and enhancing tribal living conditions covering 10 villages from Gujarat and Maharashtra focussed on health, education and skill development.

Saksham Gram: Improve quality of life of the villagers through education, skill development and livelihood covering 8 villages in Telangana.

Prithvi Mitra: Planted 32,000+ saplings (mostly edible fruits) with more than 90% survival rate and converted 82 acres of barren land into green cover. Developed green belts at Ankleshwar and Akola units.

TaRa: TaRa intervention focusses to empower women and youth through enhancing skills to lead a successful life. Partnered with Light of Life Trust to run 2 skill training centres in Maharashtra.

C-Safe: Was initiated to improve farm prosperity for small and marginal farmers through sustainable agriculture driving farm excellence. C-Safe works with 8 FPC covering Maharashtra and Karnataka and focusses on crop demo, capability building and farm mechanisation.

Information and Communications Technology

Recently Rallis has moved from Google apps to O365 as the email and collaboration platform. Patch management and network management systems are deployed to have better protection against cyber threats. The Company has bought new security appliances across locations to actively address the cyber security threat and to reduce the operational downtime.

The implementation of patch management and network management systems aims to enhance cybersecurity defenses. The current automated patching process replaces the previous

manual approach, generating insightful reports that aid in assessing the overall health of all IT systems. It helps in maintaining the uptime of critical IT assets by proactive monitoring.

Business Excellence

Rallis has been relentlessly pursuing the journey of excellence while focussing on its sustainable profitable growth agenda. It has embraced the Tata Business Excellence Model (TBEM) since 1995, which has helped Rallis to navigate the journey of continuous improvement and excellence. The TBEM assesses the Company on its processes and results parameters to identify its level of maturity and improvement. The journey has helped build capabilities amongst the leaders who engage with various teams to improve operational efficiency & effectiveness with an eye on innovation and benchmark. Ralliites on Continuous Karma (ROCK) is one such impactful initiative that takes the excellence journey to every nook and corner of Rallis. The Company has been consistently recognised by various professional bodies. It has won several coveted awards like the prestigious Kincentric Best Employer Award, Tata Group JRD QV Award, CII Exim Bank BE Award, CII HR Excellence Award, Tata InnoVista and National Safety awards. Rallis has been part of Tata Chemicals Integrated TBEM Assessment since its inception.

Internal Control Systems

The Internal Audit team is entrusted with the responsibility of overseeing internal financial processes, policies and providing recommendations for effective internal controls. Implementing these robust internal controls upholds compliance with the Company's adopted policies and procedures, thereby fostering seamless and efficient operations. These internal controls play a pivotal role in safeguarding assets, detecting and preventing instances of fraud or errors, and ensuring the accuracy and completeness of accounting and financial records. Furthermore, they contribute to the timely preparation of transparent, comprehensive, and accurate financial information and statements, aligning with the prescribed accounting standards and principles. To ensure the continual relevance and adequacy of the internal financial control system, the Company's Audit Committee conducts periodic oversight and assessment and scrutinising its effectiveness.

Cautionary Statement

Statements in the Management Discussion & Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include among others, climatic conditions, economic conditions affecting demand-supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

Corporate Governance Report

No success or achievement in material terms is worthwhile unless it serves the needs or interests of the country and its people and is achieved by fair and honest means.

- JRD Tata

1. Company's Philosophy on Corporate Governance

At Rallis India Limited ('Rallis' / 'the Company'), Corporate Governance is fundamentally anchored in the core principles of accountability, transparency and fairness across all its operations, aiming to fulfill stakeholder expectations comprehensively. It goes beyond mere adherence to legal frameworks, reflecting a dedication to its values, adoption of best management practices, and unwavering adherence to the highest ethical principles in all its interactions which is directed towards realising the Company's objectives, bolstering stakeholder interests and fulfilling its societal obligations.

The Corporate Governance framework and philosophy is a reflection of the Company's corporate culture, policies, values and relationship with stakeholders which is driven relentlessly across the organisation. The governance philosophy embraces the tenets of transparency, independence, accountability, fair and timely disclosures and ethical corporate citizenship as means for implementing its corporate governance framework in letter and spirit which is further integrated into the Company's growth strategy and shall continue to remain a guiding force for the years to come.

The Company believes that good Corporate Governance is pivotal for sustainable corporate growth and long-term value creation for its stakeholders. The Company ensures timely implementation of plans and adequate disclosures whilst evolving the performance objectives and strives to ensure the highest standards of business ethics and integrity.

At Rallis, robust Corporate Governance practices fosters resilient and dynamic capital markets, thus standing as a crucial safeguard for investors' interests. The Company always endeavors to leverage its resources to translate opportunities, create awareness of corporate vision and spark dynamism at all levels.

The Company is committed to the Tata Code of Conduct ('TCoC') which articulates values and ideals that guide and govern the conduct of the Tata companies. The same is available on the website of the Company at <https://www.rallis.com/TCOC>.

The Company's Corporate Governance philosophy is also reinforced through adoption of the Code of Conduct for Prevention of Insider Trading, Code of Corporate Disclosure Practices, Anti-Bribery & Anti-Corruption and Anti-Money Laundering Policies, Business and Human Rights Policy and the Tata Business Excellence Model as a means to drive excellence towards its long-term strategic objectives. The Company has also adopted the governance guidelines on Board effectiveness to fulfill its responsibilities towards its stakeholders. Strong leadership and effective corporate governance practices have been the Company's hallmark inherited from the Tata culture and ethos.

The Company has adhered to the requirements stipulated under Regulations 17 to 27 read with Para C and D of Schedule V and clauses (b) to (i) and (t) of Regulation 46(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as applicable with regard to Corporate Governance.

2. Board of Directors

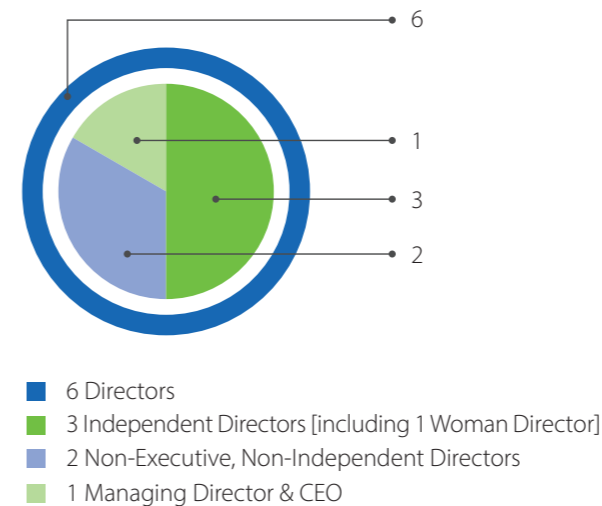
Composition of the Board

The Board of Directors ('the Board') of the Company, being the highest governance authority within the Management structure of the Company, is at the core of our Corporate Governance practices. Driven by the values of ethical standards and robust governance framework of the Company, the Board strives to work in the best interest of the Company and its stakeholders. The Company has established processes and policies in place to ensure that the Board is well informed and well equipped to discharge its overall responsibilities and provide the Management with strategic direction catering to exigency of long-term stakeholders' value.

The Board, along with its Committees, fosters sound standards of Corporate Governance and provides independence, leadership and guidance to the Management. The Board has a fiduciary duty in ensuring that the rights of all stakeholders are protected.

The Board composition is in conformity with Regulation 17 of the SEBI Listing Regulations read with Sections 149 and 152 of the Companies Act, 2013 ('the Act').

Board Composition as on March 31, 2024



None of the Directors is related to each other and there are no inter se relationships between the Directors.

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act, along with the rules framed thereunder, including any amendments thereto. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors of the Company have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. Based on the declarations received from the Independent Directors, the Board has confirmed that they meet the criteria of independence as mentioned under Section 149 of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the Management. Further, the Independent Directors have, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs

('IICA') and are exempt from the requirement to undertake the online proficiency self-assessment test conducted by IICA.

The Board's effectiveness is enhanced by its diversity, encompassing a range of skill sets, gender representation, and extensive experience of the Directors. The Company currently has an optimum mix of Directors on the Board who possess the requisite qualifications and experience in general corporate management, finance, strategy, operations and other allied fields which enable them to contribute effectively to the Company in their capacity as Directors of the Company. Detailed profiles of the Directors are available on the Company's website at <https://www.rallis.com/about-us>.

None of the Directors on the Board is a Member of more than 10 Committees and Chairperson of more than 5 Committees [Committees being Audit Committee and Stakeholders Relationship Committee as per Regulation 26(1) of the SEBI Listing Regulations] across all public companies in which he/she is a Director. The necessary disclosures regarding committee positions have been made by all the Directors.

None of the Directors hold office in more than 10 public companies as prescribed under Section 165(1) of the Act. No Director holds directorships in more than 7 listed companies. Further, none of the Non-Executive Directors serve as Independent Director in more than 7 listed companies as required under the SEBI Listing Regulations. Further, the Managing Director & CEO does not serve as an Independent Director in any listed company.

During the year under review, eight (8) Board Meetings were held on the following dates:

April 25, 2023	January 23, 2024
July 15, 2023	February 19, 2024
October 25, 2023	February 29, 2024
November 20, 2023	March 22, 2024

The gap between two Meetings did not exceed 120 days and the Meetings were conducted in compliance with all applicable laws. The necessary quorum was present for all the Board Meetings.

Category and Attendance of Directors

The category and attendance of Directors at the Board Meetings held during the financial year under review, the number of Directorships/ Chairpersonships and Committee positions held by them in other public limited companies and the names of the listed entities where they hold Directorship and the category of such Directorship as on March 31, 2024 are given below:

Sr. No.	Name of the Director	No. of Board Meetings attended during the year (Total 8 Meetings)	Number of Directorships in other public limited companies*		Number of committee positions in other public limited companies**		Directorships in other listed entities	
			Chairperson	Member	Chairperson	Member	Name of listed entity (including debt listed)	Category of Directorship
Non-Executive, Non-Independent Directors								
1.	Mr. Bhaskar Bhat (Chairman) DIN: 00148778	8	-	5	-	3	Trent Limited Titan Company Limited Kansai Nerolac Paints Limited Bosch Limited	NE-NID NE-NID ID ID
2.	Mr. R. Mukundan DIN: 00778253	8	-	2	-	1	Tata Chemicals Limited	MD & CEO
Non-Executive, Independent Directors								
3.	Dr. Punita Kumar Sinha DIN: 05229262 [®]	8	-	4	1	5	Lupin Limited	ID
4.	Ms. Padmini Khare Kaicker (DIN: 00296388)	8	-	4	3	2	Tata Chemicals Limited Kotak Mahindra Investments Limited ^ J B Chemicals and Pharmaceuticals Limited Bosch Limited	ID ID ID ID
5.	Dr. C. V. Natraj (DIN: 07132764)	8	-	2	-	-	Tata Chemicals Limited	ID
6.	Mr. Narain Duraiswami & (DIN: 03310642)	1	-	-	-	-	-	-
Executive Director (MD & CEO)								
7.	Mr. Sanjiv Lal # (DIN: 08376952)	8	-	-	-	-	-	-

MD & CEO – Managing Director & Chief Executive Officer; ID – Independent Director; NE-NID - Non Executive, Non-Independent Director

[^] Debt listed company

* Excludes Directorships/Chairpersonships in Private Limited Companies, Foreign Companies, Government Bodies, Companies registered under Section 8 of the Act and Alternate Directorships

** Represents Chairpersonships/Memberships of Audit and Stakeholders Relationship Committees in all public limited companies as required under Regulation 26(1)(b) of the SEBI Listing Regulations

[®] Ceased to be an Independent Director and Member of the Board upon completion of tenure on March 25, 2024

[^] Appointed as an Independent Director with effect from March 1, 2024

[#] Completion of tenure as the MD & CEO on March 31, 2024. The Company has appointed Dr. Gyanendra Shukla (DIN: 02922133) as the MD & CEO with effect from April 1, 2024

The Seventy-Fifth (75th) Annual General Meeting ('e-AGM') of the Company for the Financial Year ('FY') 2022-23 was held on June 15, 2023 through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') in accordance with the relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI'). All the Directors of the Company were present at the 75th e-AGM.

Shareholding of Directors as on March 31, 2024

Dr. C. V. Natraj, Independent Director, holds 4,835 Equity Shares (0.002%) of the Company. No other Director holds any shares in the Company. During the year under review, the Company has not issued any convertible instruments.

Board Procedure

For seamless scheduling of Meetings, the annual calendar of the Board and Committee Meetings is agreed upon at the beginning of the year. The agenda is circulated well in advance to the Board/Committee Members along with comprehensive background information forming part of the agenda to enable the Board/Committees to arrive at appropriate decisions. The Company Secretary tracks and monitors the Board and Committee proceedings to ensure that the Terms of Reference/Charters are adhered to, decisions are properly recorded in the minutes and actions on the decisions are tracked thereby enriching the effectiveness of the Meetings. The Terms of Reference/Charters are amended and updated from time to time in order to keep the functions and role of the Board and its Committees at par with the changing statutes.

The agenda and related information is shared through a secure electronic application. Thus, minimising paper usage and bolstering the Company's sustainability endeavours. This digitised approach not only reduces environmental impact but also ensures the confidentiality of sensitive information. Video Conferencing facility is provided to those Directors who are unable to attend the Meeting in person.

At the Board Meetings, the Managing Director & CEO apprises the Board on the overall performance of the Company to enable the Board to discharge its responsibilities effectively and take informed decisions. The Board also, *inter alia*, reviews the strategy, annual business plan and capital expenditure budgets, adoption of quarterly/half-yearly/annual financial results, compliance reports on all laws applicable to the Company, EHS (Environment, Health and Safety) performance, people process matters and minutes of

the Meetings of Committees of the Board. The Chairperson of all the Committees brief the Board at its Meetings about the significant discussions at each of the Committee Meetings. Additionally, the Board is kept informed of all major events, including information listed under Regulation 17(7) read with Part A of Schedule II to the SEBI Listing Regulations. Basis the business requirements, members of the Senior Leadership are invited to attend the Board and Committee Meetings, which brings in requisite accountability and provides developmental inputs.

Code of Conduct

The Code of Conduct reflects the Company's core values, identifies corporate responsibilities towards its stakeholders and obliges the Management to comply with the fundamental guidelines when exercising their authority, both within and outside the organisation.

The Company has adopted the TCoC applicable to all its employees, including the Managing Director & CEO which is available on the website of the Company at https://www.rallis.com/Upload/Content_Files/TCOC_Revised.pdf.

The Board has also adopted a Code of Conduct for the Non-Executive Directors of the Company, which incorporates the duties of Independent Directors as laid down in Schedule IV to the Act and Regulation 17(5) of the SEBI Listing Regulations which is available on the website of the Company at <https://www.rallis.com/COCNED>.

As on March 31, 2024, all the Board Members and Senior Management of the Company have affirmed compliance with their respective Codes of Conduct. A declaration to this effect duly signed by the Managing Director & CEO forms part of this Report. The Company has also received a confirmation from the Non-Executive Directors and Independent Directors regarding compliance of the Code of Conduct for Non-Executive Directors, for the year under review.

Apart from receiving remuneration that they are entitled to under the Act as Non-Executive Directors and reimbursement of expenses incurred in the discharge of their duties, none of the Non-Executive Directors had any other material pecuniary relationship or transactions with the Company, its Holding, Subsidiary(ies), Promoters, Directors, Senior Management during the three immediately preceding financial years or during the current financial year.

Senior Management of the Company have made disclosures to the Board confirming that there are no material financial and/or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

Independent Directors

Independent Directors play a crucial role in the governance processes of the Board by creating a conducive environment, thoughtful and insightful deliberations and informed decision-making thus enhancing corporate credibility and governance standards. Their increased presence in the boardroom has been hailed as a harbinger for achieving a harmonious balance between individual, economic and social interests. The Company currently has three Non-Executive, Independent Directors which comprises 50% of the total strength of the Board of Directors. The maximum tenure of the Independent Directors is in accordance with the Act and the SEBI Listing Regulations. The Board extended a warm welcome to Mr. Narain Duraiswami, who assumed the role of Independent Director effective March 1, 2024.

All Independent Directors of the Company have been appointed as per the provisions of the Act and the SEBI Listing Regulations. Formal letters of appointment have been issued to Independent Directors. As required by Regulation 46 of the SEBI Listing Regulations, the terms and conditions of their appointment are disclosed on the Company's website at <https://www.rallis.com/TCAID>.

In the opinion of the Board, the Independent Directors fulfill the conditions of independence specified in the Act and the SEBI Listing Regulations and are independent of the Management.

The appointment/re-appointment of Independent Directors is carried out in a structured manner in accordance with the provisions of the Act and the SEBI Listing Regulations. The Charter of the Nomination and Remuneration Committee ('NRC') provides for identification of candidates based on certain laid down criteria and takes into consideration the need for diversity of the Board and accordingly makes its recommendations to the Board.

Meeting of Independent Directors

During the year under review, a separate Meeting of the Independent Directors of the Company was held on February 19, 2024, as required under Schedule IV to the Act (Code for Independent Directors) and Regulation

25(3) of the SEBI Listing Regulations. At the Meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of the Managing Director & CEO and Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Meeting was attended by all the Independent Directors as on that date and Dr. C. V. Natraj chaired the said Meeting.

Induction and Familiarisation Programme for Directors

The Company has a familiarisation programme for its Independent Directors which is designed with the aim of enabling them to understand the Company, its operations, strategies, business, functions, policies, industry and environment in which it functions and the regulatory environment applicable to it and operations of its subsidiaries. These include orientation programmes upon induction of new Directors as well as other initiatives to update the Directors on a continuous basis. The new Directors of the Company are provided with an induction kit which includes the Annual Report, overview of the Company, charters of the Committees, annual calendar of Board and Committee Meetings, TCoC, Code of Conduct for Non-Executive Directors including Independent Directors, Company's Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices, etc.

Pursuant to Regulation 25(7) of the SEBI Listing Regulations, the Company also has an ongoing familiarisation programme for its Independent Directors with the objective of familiarising them with the Company, its operations, strategies and business model, nature of the industry and environment in which it operates, functions, policies and procedures of the Company, the regulatory environment applicable to it, etc. The Board is provided with all the documents required and/or sought by them to have a good understanding of the Company, its business model and various operations and the industry of which it is a part.

The Board is also regularly informed about significant developments in the industry, geopolitical issues, regulatory changes and other developments that impact the Company.

Pursuant to Regulation 46 of the SEBI Listing Regulations, details of familiarisation programmes imparted to the Independent Directors during FY 2023-24 are available on the Company's website at <https://www.rallis.com/DFPID>.

During the year under review, an offsite strategy Board Meeting was organised, offering the Board an invaluable opportunity to gain insights into the Company's presence in the industry and a comprehensive perspective on future opportunities and challenges. The Meeting focussed on the Company's future strategy and covered various areas of business functions.

Re-appointment of Director

As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, particulars of the Director seeking re-appointment are given in the Explanatory Statement to the Notice of the Annual General Meeting ('AGM') forming part of this Integrated Annual Report.

Sr. No.	Skills & Expertise	Mr. Bhaskar Bhat	Dr. C. V. Natraj	Ms. Padmini Khare Kaicker	Mr. R. Mukundan	Mr. Sanjiv Lal [®]	Mr. Narain Duraiswami [#]
1.	Leadership	✓	✓	✓	✓	✓	✓
2.	Industry experience	✓	✓		✓	✓	✓
3.	Science and Technology		✓		✓	✓	
4.	IT and Digitalisation			✓		✓	
5.	Strategy	✓		✓	✓	✓	✓
6.	Finance and Governance			✓	✓		✓
7.	HR and Communication	✓	✓	✓	✓		✓
8.	Safety and Sustainability	✓	✓		✓	✓	✓
9.	Multiple Geography Experience	✓	✓		✓	✓	✓

[®] Completion of tenure as the MD & CEO on March 31, 2024

[#] Appointed as an Independent Director with effect from March 1, 2024

Board and Director Evaluation and Criteria for Evaluation

Criteria for evaluation of individual Directors include aspects such as attendance and contribution at the Board/Committee Meetings. Criteria for evaluation of the Committees of the Board are broadly based on the Guidance Note on Board Evaluation issued by SEBI which *inter alia*, included a questionnaire on the structure of Board, Meetings of the Board and the functions of Board and Management after considering aspects of the Board's composition, functioning, obligations and governance.

The Company follows a practice of implementing each of the observations from the annual evaluation by calendarising its implementation through the Action Taken Report which is subsequently reviewed by the Board periodically.

The action areas identified in the process are being implemented to ensure a better interface at the Board/Management level.

In terms of the requirement of the Act and the SEBI Listing Regulations, during the year under review, the Board has carried out an annual performance evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees. The exercise was led by the Chairman of the NRC along with the Chairman of the Board.

The overall functioning of the evaluation process reflected a high degree of engagement amongst the Board members and their freedom to express views on matters transacted at the Meetings.

The procedure followed for the performance evaluation of the Board, its Committees and Individual Directors is detailed in the Board's Report.

3. Audit Committee

The Audit Committee is constituted and functions in accordance with Section 177 of the Act, Regulation 18 of the SEBI Listing Regulations and its Charter adopted by the Board.

Terms of Reference

The terms of reference of the Audit Committee, *inter alia*, include:

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible

- Discuss and review with the Management, the annual/half-yearly/quarterly financial statements and the limited review report/auditor's report thereon, before submission to the Board for approval
- Review of the Company's accounting policies, internal accounting and financial controls, risk management policies and such other matters
- Discuss with the statutory auditors, before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern
- Hold timely discussions with the statutory auditors regarding critical accounting policies and practices and significant financial reporting issues and judgements made
- Recommend to the Board the appointment, re-appointment and if required, the replacement or removal of statutory auditors, remuneration and terms of appointment of auditors, fixation of audit fees and to approve payment for any other services rendered by the statutory auditors
- Review and monitor the auditor's independence, qualification and performance and effectiveness of audit process
- Review with the management, performance of the statutory and internal auditors
- Review the adequacy of the internal audit function and the adequacy and efficacy of the internal control systems
- Evaluate internal financial controls and risk management systems
- Review the related party transactions including any subsequent modification to the related party transactions and review the functioning of the Whistleblower Mechanism
- Review the effectiveness of the system for monitoring compliance with laws and regulations and oversee compliance with legal and regulatory requirements, including the Tata Code of Conduct for the Company and its subsidiaries
- Approve the appointment of the Chief Financial Officer after assessing the qualifications, experience and background of the candidate
- Consider and comment on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders All the items listed in Section 177 of the

Act and Regulation 18(3) read with Part C of Schedule II to the SEBI Listing Regulations are covered in the terms of reference of the Audit Committee.

Further, pursuant to Regulation 18(2)(c) of the SEBI Listing Regulations, the Audit Committee is empowered to investigate any activity within its terms of reference, seek information it requires from any employee, obtain outside legal or other independent professional advice and secure attendance of outsiders with relevant expertise, if considered necessary. Apart from the above, the Audit Committee also exercises the role and powers entrusted upon by the Board of Directors from time to time and as mandated under the applicable rules/regulations/laws.

Meetings Held

During the year under review, six (6) Meetings of the Audit Committee were held on the following dates:

April 25, 2023	October 25, 2023
July 15, 2023	January 23, 2024
August 24, 2023	March 22, 2024

Composition and Attendance

The composition of the Audit Committee and the details of Meetings attended by the Members during the year under review are given below:

Name of the Member	Category	No. of Meetings held	No. of Meetings attended
Ms. Padmini Khare Kaicker (Chairperson)	ID	6	6
Dr. C. V. Natraj	ID	6	6
Dr. Punita Kumar Sinha*	ID	6	6
Mr. R. Mukundan	NE-NID	6	6
Mr. Narain Duraiswami [†]	ID	N.A.	N.A.

ID – Independent Director; NE-NID – Non-Executive, Non-Independent Directors

*Dr. Punita Kumar Sinha ceased to be a Member of the Audit Committee upon completion of her tenure on March 25, 2024 as an Independent Director of the Company

[†]Mr. Narain Duraiswami was inducted as a Member of the Audit Committee w.e.f March 26, 2024. Further, no Audit Committee Meetings were held since his induction as a Member during the year.

The gap between two Audit Committee Meetings did not exceed 120 days. The necessary quorum was present at the above Meetings.

During the year under review, the Independent Directors on the Audit Committee also held a separate one-on-one meeting with the Statutory Auditors to obtain their inputs on significant matters, controls, concerns and opinions, if any, relating to their respective areas of audit.

The Company had engaged Ernst & Young LLP and Mahajan & Aibara, independent external firms, to conduct the internal audit of the Company and submit its internal audit findings to the Audit Committee which were reviewed by the Committee during the year under review.

The Audit Committee reviewed the key audit findings covering operational, financial and compliance areas, internal financial controls and financial reporting systems, related party transactions and functioning of the whistleblower mechanism. The minutes of each Audit Committee Meeting are placed at the next Meeting of the Board after they are confirmed by the Committee. Actions arising from the previous meetings are reviewed at subsequent meetings of the Audit Committee.

The Meetings of the Audit Committee are usually attended by the Chairman of the Board, Managing Director & CEO, Chief Financial Officer, Chief Operating Officer, Head - Internal Audit and representatives of the Statutory Auditors. The Company Secretary acts as the Secretary to the Committee. The Chairperson of the Audit Committee has one-on-one meetings both with the Internal Auditors and the Statutory Auditors on a periodic basis to obtain their inputs on significant matters relating to the respective areas of audit and discuss key concerns, if any. The Audit Committee acts as a link between the Management, Statutory Auditors, Internal Auditors and the Board of Directors and oversees the financial reporting process.

Ms. Padmini Khare Kaicker, Chairperson of the Audit Committee, was present at the e-AGM of the Company held on June 15, 2023.

4. Nomination and Remuneration Committee

The Nomination and Remuneration Committee ('NRC') is constituted and functions in accordance with Section 178 of the Act, Regulation 19 of the SEBI Listing Regulations and its Charter, as adopted by the Board. The NRC is responsible for evaluating the balance of skills, experience, independence, diversity and knowledge on the Board and for drawing up selection criteria, ongoing succession planning and appointment procedures for both internal and external appointments. Further, the Committee is also responsible for formulating policies with respect to remuneration, performance evaluation, Board diversity, etc. in line with the Act and the SEBI Listing Regulations. An annual working plan for the NRC Meetings is agreed by the Members at the beginning of the year.

Terms of Reference

The terms of reference of the NRC, *inter alia*, include:

- Recommend to the Board the setup and composition of the Board, including formulation of the criteria for determining qualifications, positive attributes and independence of a Director
- Evaluate the balance of skills, knowledge and experience on the Board and prepare a description of the role and capabilities required of an independent director
- Recommend to the Board the appointment or re-appointment of Directors, KMPs and executive team and support the Board for review and refresh of the Committees
- Carry out the evaluation of every Director's performance and support the Board and Independent Directors in the evaluation of the performance of the Board, its Committees and individual Directors
- Oversee the performance review process for the KMP and executive team with the view that there is an appropriate cascading of goals and targets across the Company
- On an annual basis, recommend to the Board the remuneration payable to Directors, KMP and executive team of the Company
- Review HR and People strategy and its alignment with the business strategy periodically or when a change is made to either and review the efficacy of HR practices

Meetings Held

During the year under review, four (4) Meetings of the NRC were held on the following dates:

April 25, 2023	February 19, 2024
August 24, 2023	February 29, 2024

Composition and Attendance

The composition of the NRC and the details of Meetings attended by the Members during the year are given below:

Name of the Member	Category	No. of Meetings held	No. of Meetings attended
Dr. C. V. Natraj (Chairman)	ID	4	4
Ms. Padmini Khare Kaicker	ID	4	4
Mr. R. Mukundan	NE-NID	4	4
Mr. Narain Duraiswami*	ID	N.A.	N.A.

ID – Independent Director; NE-NID – Non-Executive, Non-Independent Director

*Mr. Narain Duraiswami was inducted as a Member of the NRC w.e.f March 26, 2024. Further, no NRC Meetings were held since his induction as a Member during the year.

The Chairman of the Board is a permanent invitee to the NRC Meetings.

The necessary quorum was present at the above Meetings. Dr. C. V. Natraj, Chairman of the NRC, was present at the e-AGM of the Company held on June 15, 2023.

5. Stakeholders Relationship Committee

The Stakeholders Relationship Committee ('SRC') looks into various aspects of interest of shareholders. The Committee ensures in servicing and protecting the interests of shareholders, maintaining cordial investor relations and overseeing the mechanism to review and redress investors' grievances.

Terms of Reference

The terms of reference of the SRC, *inter alia*, include:

- Review statutory compliance relating to all security holders
- Review measures taken for effective exercise of voting rights by shareholders
- Oversee compliances in respect of dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund
- Oversee compliances in respect of transfer of shares to the Investor Education and Protection Fund in accordance with the provisions of the Act and Rules made thereunder, as applicable from time to time
- Review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company
- Review movements in shareholding and ownership structures of the Company
- Ensure setting of proper controls, review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agents and oversee performance of the Registrar and Share Transfer Agents
- Recommend measures for overall improvement of the quality of investor services

Meetings Held

During the year under review, two (2) Meetings of the SRC were held on the following dates:

August 24, 2023	January 23, 2024
-----------------	------------------

Composition and Attendance

The composition of the SRC and the details of the Meetings attended by the Members during the year under review are given below:

Name of the Member	Category	No. of Meetings held	No. of Meetings attended
Dr. Punita Kumar Sinha (Chairperson)*	ID	2	2
Dr. C.V. Natraj (Chairman)†	ID	N.A.	N.A.
Mr. R. Mukundan	NE-NID	2	2
Mr. Sanjiv Lal®	MD & CEO	2	2

MD & CEO – Managing Director & Chief Executive Officer; ID – Independent Director; NE-NID – Non-Executive, Non-Independent Director

*Dr. Punita Kumar Sinha ceased to be the Chairperson and Member of the SRC upon completion of her tenure on March 25, 2024 as an Independent Director of the Company

†Dr. C.V. Natraj was inducted as the Chairman of SRC w.e.f March 26, 2024. Further, no SRC Meetings were held since his induction as the Chairman during the year.

®Mr. Sanjiv Lal ceased to be a Member of the SRC upon completion of his tenure on March 31, 2024 as the MD & CEO of the Company. Dr. Gyanendra Shukla, MD & CEO was inducted as a Member of the SRC w.e.f April 1, 2024

The necessary quorum was present at the above Meetings. Dr. Punita Kumar Sinha was present at the e-AGM of the Company held on June 15, 2023 being the Chairperson of the SRC.

Name, Designation and Address of Compliance Officer

Mr. Srikant Nair

Company Secretary and Compliance Officer
Rallis India Limited
23rd Floor, Vios Tower,
New Cuffe Parade, Off Eastern Freeway,
Wadala, Mumbai - 400 037
Tel: + 91 22 6232 7400
Email: investor_relations@rallis.com

Status of Investor Complaints

Status of Investor Complaints as on March 31, 2024 as reported under Regulation 13(3) of the SEBI Listing Regulations are as under:

Pending as on April 1, 2023	Nil
Received during the year	6
Resolved during the year	5
Pending as on March 31, 2024	1

The investor complaints have been appropriately addressed and resolved to the satisfaction of the shareholders.

Trend of Complaints and Number of Shareholders during the last 5 years:

Name of the Member	2023-24	2022-23	2021-22	2020-21	2019-20
Total No. of Complaints received	6	1	2	4	4
Total No. of Complaints resolved	5	-	-	-	-
No. of Shareholders as on March 31	1,46,420	1,31,424	1,26,299	90,508	56,945

The Company has taken various investor-friendly activities viz. encouraging investors to register their email ids, option for registration of email address for the limited purpose of receiving the Integrated Annual Report and e-Voting credentials for the e-AGM, activities and initiatives during the e-AGM and preparation of the Digital Annual Report for FY 2022-23 to enable a live feel of the Annual Report.

A communication has also been sent for updating bank account details and other details for payment of dividend and tax deducted at source related activity and communication of quarterly and half-yearly financial results to the shareholders via email as some of the other investor-friendly initiatives undertaken by the Company.

SEBI has mandated furnishing of PAN, KYC details (i.e., postal address with pin code, e-mail address, mobile number, bank account details) and nomination details by holders of securities. Shareholders are requested to update the said details against folio/demat account. Individual letters are being sent to shareholders holding shares in physical form for furnishing the KYC details to comply with the KYC requirements.

6. Risk Management Committee

Regulation 21 of the SEBI Listing Regulations mandates top 1000 listed entities, determined on the basis of market capitalisation as at the end of the immediate previous financial year, to constitute a Risk Management Committee ('RMC'). The primary role of the RMC is that of assisting the Board of Directors in overseeing the Company's risk management processes and controls. The RMC, through Enterprise Risk Management in the Company, seeks to minimise adverse impact on the business objectives and enhance stakeholder value. The Risk Management Policy and the Terms of Reference of the RMC adopted were in line with the SEBI Listing Regulations for the functioning of the RMC.

Terms of Reference

The terms of reference of the RMC, *inter alia*, include:

- Formulate, review and recommend the Risk Management Policy or any amendments thereof for the approval of the Board at least once in two years, monitor and oversee its implementation including evaluating the adequacy of risk management systems and plan integration through training and awareness programmes
- Review and recommend to the Board periodically the process for risk identification
- To review measures for risk mitigation including systems and processes for internal control of identified risks
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company
- Set up risk strategy policies, including agreeing on risk tolerance and appetite levels, recognising contingent, inherent and residual, internal & external, financial, operational, sectoral, sustainability (particularly ESG related risks), information, cyber security risks, etc.
- To develop and review the Business Continuity Plan
- Monitor the Company's compliance with the risk structure. Assess whether current exposure to the risks it faces, including for cyber security, is acceptable and that there is an effective remediation of non-compliance on an ongoing basis
- To review and recommend to the Board major decisions affecting the risk profile or exposure and give appropriate directions

- To consider the effectiveness of the decision making process in crisis and emergency situations
- Balance risks and opportunities
- Generally, assist the Board in the execution of its responsibility for the governance of risk and to keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken
- Co-ordinate its activities with other committees in instances where there is any overlap with activities of such committees
- Attend to such other matters and functions as may be prescribed from time to time

Meetings Held

During the year under review, three (3) Meetings of the RMC were held on the following dates:

May 26, 2023	March 22, 2024
October 25, 2023	

Composition and Attendance

The composition of the RMC and the details of the Meetings attended by the Members during the year under review are given below:

Name of the Member	Category	No. of Meetings held	No. of Meetings attended
Dr. Punita Kumar Sinha (Chairperson)*	ID	3	3
Mr. Narain Duraiswami (Chairman)#	ID	N.A.	N.A.
Ms. Padmini Khare Kaicker	ID	3	3
Mr. Sanjiv Lal®	MD & CEO	3	3

MD & CEO – Managing Director & Chief Executive Officer; ID – Independent Director

*Dr. Punita Kumar Sinha ceased to be the Chairperson and Member of the RMC upon completion of her tenure on March 25, 2024 as an Independent Director of the Company

®Mr. Sanjiv Lal ceased to be a Member of RMC upon completion of his tenure on March 31, 2024 as the MD & CEO of the Company. Dr. Gyanendra Shukla, MD & CEO was inducted as a Member of the RMC w.e.f April 1, 2024

#Mr. Narain Duraiswami inducted as the Chairman of RMC w.e.f March 26, 2024 and no meetings were held since his induction during the year

Note: Ms. Subhra Gourisaria, CFO, was inducted as a Member of the RMC w.e.f April 1, 2024

The gap between two RMC Meetings did not exceed 180 days. The necessary quorum was present for the above Meetings.

The Chief Operating Officer, the Chief Financial Officer and Head - Internal Audit and Risk are permanent invitees to the Meetings of the RMC. The Company Secretary acts as the Secretary to the Committee.

The Company has a well-defined risk management framework in place. Further, details on risk management are given in the Management Discussion & Analysis which forms part of this Integrated Annual Report.

7. Corporate Social Responsibility Committee

The Corporate Social Responsibility ('CSR') Committee of the Company is constituted in accordance with the provisions of Section 135 of the Act. In line with the amended Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has in place a CSR Policy and Charter of the CSR Committee.

Terms of Reference

The terms of reference of the CSR Committee, *inter alia*, are as follows:

- Formulate and recommend to the Board the CSR policy containing guiding principles for selection, implementation and monitoring of CSR activities as specified under Schedule VII of the Act
- Recommend the amount to be spent on the CSR activities
- Oversee the Company's conduct with regard to its corporate and societal obligations and its reputation as a responsible corporate citizen
- Oversee activities impacting the quality of life of various stakeholders
- Formulate and recommend to the Board (including any revisions thereto), an annual action plan in pursuance of the CSR policy and have an oversight over its implementation
- Review the impact assessment carried out for the projects of the Company as per the requirements of the law
- Attend to such other matters and functions as may be prescribed from time to time

The CSR Policy is displayed on the website of the Company at <https://www.rallis.com/csr-policy>. The Annual Report on CSR activities for FY 2023-24 forms part of the Board's Report as an Annexure.

Meetings Held

During the year under review, two (2) Meetings of the CSR Committee were held on the following dates:

May 26, 2023	March 22, 2024
--------------	----------------

Composition and Attendance

The composition of the CSR Committee and the details of the Meetings attended by the Members during the year under review are given below:

Name of the Member	Category	No. of Meetings held	No. of Meetings attended
Mr. R. Mukundan (Chairman)#	NE-NID	2	2
Mr. Narain Duraiswami (Chairman)**	ID	N.A.	N.A.
Dr. Punita Kumar Sinha*	ID	2	2
Mr. Sanjiv Lal®	MD & CEO	2	2

MD & CEO – Managing Director & Chief Executive Officer; NE-NID – Non-Executive, Non-Independent Director; ID – Independent Director

#Mr. R. Mukundan ceased to be the Chairman of CSR Committee w.e.f March 26, 2024

**Mr. Narain Duraiswami appointed as the Chairman of CSR Committee w.e.f March 26, 2024 and no further Meetings were held since his induction during the year

*Dr. Punita Kumar Sinha ceased to be a Member of CSR Committee upon completion of tenure on March 25, 2024 as an Independent Director of the Company

®Mr. Sanjiv Lal ceased to be a Member of CSR Committee upon completion of tenure as MD & CEO of the Company on March 31, 2024. Dr. Gyanendra Shukla, MD & CEO was inducted as a Member of the CSR Committee w.e.f April 1, 2024

The Chief Financial Officer, Head - HR & Business Excellence and Head – CSR & AA were invitees to the Meetings of the CSR Committee. The Company Secretary also attended the Meetings.

The necessary quorum was present at the above Meetings. Mr. R. Mukundan was present at the e-AGM held on June 15, 2023 being the Chairman of the CSR Committee.

8. Safety, Health, Environment and Sustainability Committee

The Safety, Health, Environment and Sustainability ('SHE') Committee of the Company is entrusted with the responsibility to oversee and review the measures undertaken by the Company towards the safety and sustainability of its stakeholders and the environment it operates in.

Terms of Reference

The terms of reference of SHES Committee are, *inter alia*, as under:

- Review and monitor the sustainability, safety, health and environmental policies and activities of the Company on behalf of the Board to ensure that the Company is in compliance with appropriate laws and legislation
- Encourage, assist, support and counsel management in developing short and long-term policies and standards to ensure that the principles set out in the sustainability, safety, health and environmental policies are being adhered to and achieved
- Review periodic report by management on safety, sustainable development, environmental, sustainability and health issues and long-term goals
- Investigate or cause to be investigated any extraordinary negative sustainability, environment, health and safety performance or issues of asset integrity which can impact safety, health, environment and sustainability where appropriate
- Ensure integration of Safety, Health and Environment considerations into business planning and decision making without compromise in pursuit of commercial advantage

Meetings Held

During the year under review, two (2) Meetings of the SHES Committee were held on the following dates:

May 26, 2023

March 22, 2024

Composition and Attendance

The composition of the SHES Committee and the details of the Meetings attended by the Members during the year under review are given below:

Name of the Member	Category	No. of Meetings held	No. of Meetings attended
Dr. C.V. Natraj (Chairman)	ID	2	2
Mr. R. Mukundan	NE-NID	2	2
Mr. Sanjiv Lal®	MD & CEO	2	2

MD & CEO – Managing Director & Chief Executive Officer; ID – Independent Director; NE-NID – Non-Executive, Non-Independent Director

®Mr. Sanjiv Lal ceased to be a Member of SHES Committee upon completion of tenure on March 31, 2024 as MD & CEO of the Company. Dr. Gyanendra Shukla, MD & CEO was inducted to the SHES Committee w.e.f April 1, 2024

The necessary quorum was present at the above Meetings.

The Chief Financial Officer, Chief Operating Officer, Head-Environment, Health and Safety and Vice President – Manufacturing are permanent invitees to the Meetings of the Committee. The Company Secretary also attended the Meetings.

9. Particulars of Key Managerial Personnel and Senior Management

The Key Managerial Personnel and Senior Management of the Company as on March 31, 2024 and changes during the year are as under:

Sr. No.	Name	Designation
1.	Mr. Sanjiv Lal	Managing Director & CEO (Key Managerial Personnel)
2.	Ms. Subhra Gourisaria	Chief Financial Officer (Key Managerial Personnel)
3.	Mr. Srikant Nair	Company Secretary & Compliance Officer (Key Managerial Personnel)
4.	Mr. S Nagarajan	Chief Operating Officer
5.	Dr. Vairamani Ramanathan	Chief Technology & Innovation
6.	Mr. Machingal Nandakumar	Corporate Strategy
7.	Ms. Coomie Kapadia	Head - Internal Audit
8.	Mr. Abhishek Nigam	Head - Business Development (CSM)
9.	Mr. Vibhakar	Head - Human Resources, Business Excellence & CSR
10.	Mr. Prasanna Wadke	Head - Digital
11.	Ms. Juhi Chaudhary	General Counsel
12.	Mr. Amol Jadhav	Head - EHSS

Mr. Sanjiv Lal ceased to be the MD & CEO of the Company upon completion of tenure on March 31, 2024. Dr. Gyanendra Shukla was appointed as the MD & CEO w.e.f April 1, 2024.

10. Remuneration of Directors

The Company's Remuneration Policy is structured in accordance with its philosophy for payment of remuneration to Directors, KMPs and all other employees based on the commitment of emphasising a culture of leadership with trust. The principles governing the Company's Remuneration Policy is provided in the Board's Report and the Policy is also uploaded on the website of the Company at <https://www.rallis.com/remuneration-policy>.

Details of Remuneration for FY 2023-24

Managing Director & CEO:

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and commission (variable component) to its Managing Director & Chief Executive Officer (MD & CEO). Annual increments are recommended by the NRC within the salary scale approved by the Members and are effective April 1 each year. The NRC recommends commission payable to the MD & CEO out of the profits for the financial year within the overall ceilings stipulated in the Act. Specific amount payable as commission is based on the performance criteria laid down by the Board which broadly takes into account the profits earned by the Company for the year and performance of the individual.

Mr. Sanjiv Lal

The aggregate value of salary, perquisites and commission for FY 2023-24 is ₹ 5,29,85,948 comprising:

Salary	₹ 82,68,000
Perquisites and allowances	₹ 1,34,90,068
Retirement benefits (payable in FY 2024-25)	₹ 1,72,27,880
Commission for FY 2023-24 (payable in FY 2024-25)	₹ 1,40,00,000
Period of Agreement	April 1, 2019 to March 31, 2024 (5 years) Note: Ceased to be the MD & CEO of the Company upon completion of tenure on March 31, 2024
Notice Period	The Agreement had a provision for Notice Period that it may be terminated by either party giving the other party six months' notice or the Company paying six months' remuneration in lieu thereof
Severance Fees	There is no separate provision for payment of severance fees

Non-Executive Directors

The Company paid sitting fees of ₹ 20,000 per Meeting to the Non-Executive Directors for attending Meetings of the Board, Audit Committee, Nomination and Remuneration

Committee, Corporate Social Responsibility Committee, Safety, Health, Environment and Sustainability Committee, Risk Management Committee, Meeting of Independent Directors and ₹ 10,000 per Meeting for attending the Meetings of the Stakeholders Relationship Committee.

In terms of the Members' approval obtained at the AGM of the Company held on July 2, 2018, commission is paid to Non-Executive Directors, as applicable, at a rate not exceeding 1% per annum of the profits of the Company, computed in accordance with the provisions of the Act. The distribution of commission among the Non-Executive Directors is recommended by the NRC and approved by the Board. The commission is distributed on the basis of their attendance, number of Committee Chairpersonships and contribution at the Board and Committee Meetings and is paid after the Annual Financial Statements are adopted by the Members at the AGM. The Company also reimburses any expenses incurred by the Directors for attending Meetings.

Details of commission and sitting fees paid to the Non-Executive Directors are given below:

(₹)

Name of the Director	Sitting Fees paid during FY 2023-24	Commission for FY 2023-24, payable during FY 2024-25
Mr. Bhaskar Bhat	1,60,000	22,00,000
Dr. Punita Kumar Sinha*	4,20,000	38,00,000
Dr. C. V. Natraj	4,20,000	38,00,000
Ms. Padmini Khare Kaicker	4,40,000	40,00,000
Mr. Narain Duraiswami#	20,000	3,00,000
Mr. R. Mukundan	**	**
Total	14,60,000	1,41,00,000

* Ceased to be an Independent Director and Member of the Board on March 25, 2024

Appointed as an Independent Director w.e.f March 1, 2024

** In line with the internal guidelines of the Company, no payment is made to Mr. R. Mukundan, Non-Executive Director of the Company, who is in full-time employment with other Tata Company.

There are no stock options granted to the Directors.

Details of Remuneration to Key Managerial Personnel other than Managing Director/Manager/Whole Time Director for FY 2023-24:

Name of Key Managerial Personnel	Gross Salary	Commission	Others	Total Remuneration
Ms. Subhra Gourisaria – Chief Financial Officer	2,14,70,373	-	12,54,000	2,27,24,373
Mr. Srikanth Nair – Company Secretary & Compliance Officer	31,99,786	-	1,14,000	33,13,786

Succession Plan

The Company places significant importance on robust succession planning for its senior leadership, recognising it as a cornerstone for cultivating a strong talent pipeline. This approach is pivotal in ensuring sustained growth, stability and a prosperous future for the organisation. The NRC works along with the Human Resources team for a structured leadership succession plan.

Retirement Policy for Directors

As per the adopted Policy, the Managing and Executive Directors retire at the age of 60 years, Non-Executive Directors and Independent Directors retire at the age of 70 years.

11. Subsidiary Company

Regulation 16 of the SEBI Listing Regulations defines a 'material subsidiary' to mean a subsidiary, whose income or net worth exceeds 10% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. In addition to the above, Regulation 24 of the SEBI Listing Regulations requires that at least one Independent Director on the Board of Directors of the listed entity shall be a Director on the Board of Directors of an unlisted material subsidiary, whether incorporated in India or not.

The Company did not have any material subsidiary during the year as defined in the SEBI Listing Regulations. Further, the Company did not have any subsidiary as on March 31, 2024. Accordingly, the requirement of appointing an Independent Director of the Company on the Board of Directors of the material unlisted subsidiary company as per Regulation 24 of the SEBI Listing Regulations does not apply to the Company.

The Company has in place a Policy for determining Material Subsidiaries in terms of Regulation 16(1)(c) of the SEBI Listing Regulations. The Policy, as approved by the Board, is uploaded on the website of the Company at <https://www.rallis.com/PolicyonMaterialSubsidiaries>.

12. General Body Meetings

Location, day, date and time of AGMs held during the last three years and special resolutions passed:

FY	Day, Date and Time	Location	Special Resolutions
2022-23	Thursday, June 15, 2023 at 11:00 a.m.	VC/OAVM (Deemed Venue: 23 rd Floor, Vios Tower, New Cuffe Parade, Off Eastern Freeway, Wadala, Mumbai – 400 037)	No Special Resolutions passed during the AGM
2021-22	Friday, June 24, 2022 at 11:00 a.m.	VC/OAVM (Deemed Venue: 23 rd Floor, Vios Tower, New Cuffe Parade, Off Eastern Freeway, Wadala, Mumbai – 400 037)	Change in place of keeping Registers and Records
2020-21	Thursday, June 24, 2021 at 3:00 p.m.	VC/OAVM (Deemed Venue: 23 rd Floor, Vios Tower, New Cuffe Parade, Off Eastern Freeway, Wadala, Mumbai – 400 037)	<ul style="list-style-type: none"> Re-appointment of Dr. C. V. Natraj (DIN: 07132764) as an Independent Director of the Company for a second term of five years effective July 22, 2021 upto July 21, 2026 Re-appointment of Ms. Padmini Khare Kaicker (DIN: 00296388) as an Independent Director of the Company for a second term of five years effective July 22, 2021 upto July 21, 2026

All resolutions moved at the last AGM were passed by the requisite majority of Members. No Extraordinary General Meeting of the Members was held during the year.

Postal Ballot:

The Company sought approval of the shareholders by way of postal ballot, through Notice dated February 29, 2024, on the following Special and Ordinary Resolutions:

Sr. No.	Type of Resolution(s)	Description of Resolution(s)
1.	Special	Appointment of Mr. Narain Duraiswami (DIN: 03310642) as an Independent Director of the Company
2.	Ordinary	Appointment of Dr. Gyanendra Shukla (DIN: 02922133) as Director of the Company
3.	Ordinary	Appointment of Dr. Gyanendra Shukla (DIN: 02922133) as Managing Director & Chief Executive Officer of the Company

The Board of Directors of the Company had appointed Mr. Bhaskar Upadhyay (Membership No. FCS 8663/C.P No. 9625) or failing him, Mr. Bharat Upadhyay (Membership No. FCS 5436/C.P No. 4457) of N. L. Bhatia & Associates, Practicing Company Secretaries, as the Scrutiniser to scrutinise the remote e-Voting process in a fair and transparent manner.

The remote e-Voting period commenced on Wednesday, March 20, 2024 at 9:00 a.m. (IST) up to Thursday, April 18, 2024 at 5:00 p.m. (IST). The consolidated report on the result of the postal ballot through remote e-Voting for approving aforementioned resolutions was provided by the Scrutiniser on Thursday, April 18, 2024.

The details of the e-Voting on the aforementioned resolutions(s) are provided hereunder:

Particulars	In favour			Against		
	Total no. of members voted	No. of Votes in favour	%	Total no. of members voted	No. of Votes against	%
Special Resolution: Appointment of Mr. Narain Duraiswami (DIN: 03310642) as an Independent Director of the Company	942	14,80,64,973	99.99	52	12,353	0.01
Ordinary Resolution: Appointment of Dr. Gyanendra Shukla (DIN: 02922133) as Director of the Company	937	14,80,00,942	99.95	60	76,342	0.05
Ordinary Resolution: Appointment of Dr. Gyanendra Shukla (DIN: 02922133) as Managing Director & Chief Executive Officer of the Company	874	13,47,52,048	91.00	117	1,33,22,469	9.00

All Resolutions were passed with requisite majority.

Procedure for Postal Ballot:

The Postal Ballot was carried out as per the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs vide its General Circulars dated April 8, 2020, April 13, 2020 along with subsequent circulars issued in this regard and the latest dated September 25, 2023.

Details of special resolution proposed to be conducted through Postal Ballot:

None of the businesses proposed to be transacted in the ensuing AGM requires the passing of a special resolution through Postal Ballot.

13. Other Disclosures

Related Party Transactions: During the year under review, there were no material significant related party transactions entered into by the Company with Promoters, Directors, KMPs, Senior Management or other designated persons which may have a potential conflict with the interest of the Company at large. Declarations have been received from the Senior Management to this effect.

All related party transactions entered into during the year were on arms' length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and SEBI Listing Regulations. The Related Party Transactions Policy is available on the website of the Company at <https://www.rallis.com/RPTPolicy>.

Policy on Archival is available on the website of the Company at <https://rallis.com/archivalpolicy>.

Policy on Preservation of Documents as required under Regulation 9 of the SEBI Listing Regulations is available on the website of the Company at <https://www.rallis.com/POPOD>.

Policy on Determination of Materiality for disclosure of events or information as per Regulation 30 of the SEBI Listing Regulations is available on the website of the Company at <https://www.rallis.com/PODM>.

Dividend Distribution Policy as per Regulation 43A of the SEBI Listing Regulations is available on the website of the Company at <https://www.rallis.com/dividend-distribution-policy>.

Statutory Compliance, Penalties and Strictures: The Company is in compliance with the requirements of the Stock Exchanges, SEBI and Statutory Authorities on all matters related to the capital markets. No penalty or strictures were imposed on the Company by these authorities during the last three years.

CEO/CFO Certification: The Managing Director & CEO and the Chief Financial Officer have certified to the Board in accordance with Regulation 17(8) read with Part B of Schedule II to the SEBI Listing Regulations pertaining to CEO/CFO certification for the financial year ended March 31, 2024. The Certificate forms part of this Report.

Whistleblower Policy and Vigil Mechanism: Pursuant to Section 177 of the Act read with Regulation 22 of the SEBI Listing Regulations, it is mandated for every listed

entity to formulate Vigil Mechanism ('Whistle Blower Policy') for Directors and employees to report genuine concerns. The Company has established a Vigil Mechanism and Whistleblower Policy which provides for (a) adequate safeguards against victimisation of persons who avail the Vigil Mechanism; and (b) direct access to the Chairperson of the Audit Committee of the Board of the Company in appropriate or exceptional cases. During the year under review, the said Policy was revised, details of which are made available on the website of the Company at <https://www.rallis.com/WhistleblowerPolicy>.

A dedicated Ethics Helpline has been set up which is managed by an independent professional organisation for confidentially raising any ethical concerns or practices that violate the Tata Code of Conduct. The Ethics Helpline can be contacted to report any suspected or confirmed incident of fraud/misconduct on:

Email: reportmyconcern@integritymatters.in

Address: C/o Integrity Matters, Unit 1211, CENTRUM, Plot No. C-3, S G Barve Road, Wagle Estate, Thane West - 400 604, Maharashtra, India.

Code of Conduct for Prevention of Insider Trading: The Company has adopted the Tata Code of Conduct for Prevention of Insider Trading under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('the Code'). The Code lays down guidelines for procedures to be followed and disclosures to be made by insiders while trading in the securities of the Company.

Mr. Srikant Nair, Company Secretary is the Compliance Officer for ensuring compliance with the Code and for the effective implementation of the Regulations and the Code across the Company.

The Company has in place a Code of Corporate Disclosure Practices for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information ('UPSI') by the Company to enable the investor community to take informed investment decisions with regard to the Company's shares. Ms. Subhra Gourisaria, Chief Financial Officer has been designated as the Chief Investor Relations Officer to ensure timely, adequate, uniform and universal dissemination of information and disclosure of UPSI.

As per the Code, the Company has also adopted a Policy on inquiry in case of leak or suspected leak of UPSI and Policy for Determination of Legitimate Purposes. The Code of Corporate Disclosure Practices along with the Policy for Determination of Legitimate Purposes is also available on

the website of the Company at <https://www.rallis.com/COCDP>.

With a view to simplify and improvise the compliances under the SEBI Listing Regulations, read with the Code, the Company has in place an 'Employee Self Service Compliance Module', a digital platform for carrying out all the compliances under the Regulations and the Code.

The Company also created awareness periodically to educate the employees and sensitised them on the Insider Trading laws.

Anti-Bribery & Anti-Corruption Policy and Anti-Money Laundering Policy

The Company has consistently prioritised the cultivation of a robust business ethics culture. As part of this ongoing commitment, the Board has in place a formally embraced Anti-Bribery and Anti-Corruption Policy, as well as the Anti-Money Laundering Policy, demonstrating a steadfast dedication to ethical conduct and regulatory compliance.

The above Policies require the Company to appoint a senior official as the Compliance Officer who shall be responsible for implementation of the Policies. Head - Internal Audit is the Compliance Officer under the said Policies with a functional reporting about any violation of the Policies to the Chairperson of the Audit Committee. Aggravated cases of breach of the said Policies shall be escalated to the Board of Directors of the Company.

Business and Human Rights Policy: The Company believes that sustainability, human rights and related commitments are integral to the Company as a whole. With a view to uphold human rights as an integral part of doing business and being committed to respect and protect human rights as well as remediate adverse human rights impacts resulting from or caused by its business, the Company has in place the Business and Human Rights Policy. Consequently, 14 areas have been identified as salient human rights areas majorly being child labour, equal opportunities, fair wages, forced labour, Health and safety, Human rights in value chain etc.

Policy on interaction with Investors/Analysts and Silent Period: The Company is committed to provide timely, adequate, uniform, and universal disclosure of Unpublished Price Sensitive Information to the investor community. In order to further strengthen the Company's Corporate Governance practices, the Company has in place a Policy on interaction with investors/analysts and silent period.

Accounting treatment in preparation of Financial Statements: The Financial Statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Act.

Details of utilisation of funds: The Company has not raised any funds through Preferential Allotment or Qualified Institutional Placement as specified under Regulation 32(7A) of the SEBI Listing Regulations during the year under review.

Loans and advances in the nature of loans to firms/companies in which Directors are interested: The Company has not given any loans or advances to any firm/company in which its Directors are interested.

Acceptance of recommendations of all Committees: In terms of the SEBI Listing Regulations, there have been no instances during the year when recommendations of any of the Committees were not accepted by the Board.

Fees paid to Statutory Auditors: A total fee of ₹ 110 lakh (plus applicable taxes and out-of-pocket expenses) was paid by the Company for all services to B S R & Co. LLP, Statutory Auditors for FY 2023-24 and all entities in the network firm/entity of which they are part.

Prevention, Prohibition and Redressal of Sexual Harassment at Workplace: As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made thereunder, the Company has constituted internal committees at all its locations to redress complaints received regarding sexual harassment and recommend appropriate action. The objective being to provide a safe working environment to all employees (permanent, contractual, temporary and trainees) covered under this Policy.

No complaints were pending at the beginning of the year. Further, the Company did not receive any complaints of sexual harassment during the year and accordingly, there were no complaints pending as at the end of the financial year.

Legal Compliance Management Tool: The Company has in place an online legal compliance management tool, which has been devised to ensure and monitor compliance with all applicable laws that impact the Company's business. System-based alerts are generated until the user successfully submits the compliances, with provision for escalation

to the higher-ups in the hierarchy. The Board periodically reviews the compliance reports of all laws applicable to the Company. Any non-compliance is seriously taken up by the Board, with measures to be taken for rectification of non-compliance, if any.

Green Initiative: The Company, as a conscientious corporate entity, fully embraces and endorses the 'Green Initiative' undertaken by MCA enabling electronic delivery of documents including the Annual Report, quarterly/half-yearly results, amongst others, to the Members at their email addresses previously registered with the Depository Participants ('DPs') and Registrar and Transfer Agent ('RTA'). Members who have not registered their email addresses so far are requested to do the same. Those holding shares in demat form can register their email address with their concerned DPs. Members who hold shares in physical form are requested to register their email addresses with the RTA.

Discretionary Requirements of SEBI Listing Regulations:

All mandatory requirements of the SEBI Listing Regulations have been complied with by the Company during the year under review. The status of compliance with the discretionary requirements as stated under Part E of Schedule II to the SEBI Listing Regulations are as under:

- **The Board:** The Non-Executive Chairman maintains a separate office for which the Company is not required to reimburse expenses
- **Shareholder Rights:** The quarterly/half-yearly/annual financial performance of the Company is sent to all the Members whose email IDs are registered with the DPs/RTA. The results are also available on the Company's website at <https://www.rallis.com/Financial-Performance>
- **Modified opinion(s) in Audit Report:** During the year under review, there was no audit qualification in the Company's Financial Statements. The Company continues to adopt best practices to ensure a regime of unmodified audit opinion
- **Separate posts of Chairperson and the Managing Director & CEO:** The Chairman of the Board is a Non-Executive Director and not related to the Managing Director & CEO of the Company
- **Reporting of Internal Auditor:** The Head - Internal Audit reports directly to the Audit Committee

14. Means of Communication

The Company adheres to a stringent process aimed at ensuring seamless communication with its stakeholders

and investors thereby honouring their commitment towards the Company's vision. Prompt and efficient communication with the investor community/external constituencies enables them to be aware of the Company's business activities, strategy and future prospects. For this purpose, the Company provides multiple channels of communications through the following ways:

Stock Exchange Intimations

All price-sensitive information and matters that are material to shareholders are disclosed to the respective Stock Exchanges where the securities of the Company are listed. All submissions to the Exchanges are made through the respective electronic filing systems. Material events or information as detailed in Regulation 30 of the SEBI Listing Regulations are disseminated on the Stock Exchanges by filing them with the National Stock Exchange of India Limited ('NSE') through NEAPS and with BSE Limited ('BSE') through BSE Listing centre. They are also displayed on the website of the Company at www.rallis.com.

Financial Results

The quarterly/half-yearly/annual financial results are published within the timeline stipulated under the SEBI Listing Regulations. The results are also uploaded on NSE and BSE through their respective portals. The financial results are published within the time stipulated under the SEBI Listing Regulations in newspapers viz. Business Standard (in English), the Free Press Journal (in English) and Navshakti (in Marathi). They are also published on the website of the Company at <https://www.rallis.com/Financial-Performance>.

Analyst/Investor Meets

The Managing Director & CEO/Chief Financial Officer/ Chief Operating Officer/Head - Investor Relations periodically meet or have conference calls with institutional investors and analysts including holding the quarterly earnings calls where the Company's performance is discussed. Official news releases, presentations made to institutional investors and analysts, audio/video recording and transcript of the calls with analysts for quarterly/half-yearly/annual results are uploaded on NSE and BSE through their respective portals and also made available on the website of the Company at www.rallis.com.

Company's Website

The Company maintains a corporate website which is user-friendly with a great communication mix and enables ease of navigation and better accessibility to the information wherein comprehensive information such as the Company's business and operations, policies, stock

exchange intimations, press releases, etc. can be accessed. The 'Investors' tab on the website provides information relating to financial performance, annual reports, corporate governance reports, policies, general meetings, credit rating, details of unclaimed dividend and shares transferred to IEPF, frequently asked questions and presentations made to analysts/investors. The proceedings of the 75th AGM held on June 15, 2023 are also available on the website of the Company at www.rallis.com.

Additionally, various downloadable forms required to be executed by the shareholders have also been provided on the Company's website.

Members also have the facility of raising their queries/complaints through the Shareholder Query Form available in the 'Investor Information' section under the 'Investors' tab of the website.

Letters and Reminders to Shareholders for Unclaimed Shares/Dividends

The Company sends an annual reminder to shareholders who have not claimed their dividends. Reminder letters are also sent to those shareholders whose Unclaimed Dividends/Shares are liable to be transferred to the IEPF account.

In addition to the statutory requirement, a voluntary reminder for unclaimed shares and unpaid dividend is also sent to the shareholders as per records every year. The Company has uploaded the names of the Members and the details of the unclaimed dividend by the Members on its website. The Members may log in to find out details of shares/dividends outstanding for any of the previous years.

It may be noted that outstanding payments will be credited directly to the bank account of the shareholder, only if the folio is KYC compliant.

Other Communication to Shareholders during the year

Furnishing of PAN, KYC details and Nomination details by physical shareholders: Pursuant to the SEBI Circulars, a communication is being sent by the Company to its physical shareholders for furnishing details of PAN, email address, mobile number, bank account details and nomination details.

Registration of email address for the limited purpose of receiving the credentials for remote e-Voting along with the Integrated Annual Report 2023-24 at the AGM:

Members whose email addresses are not registered and who wish to receive the credentials for remote e-Voting and the Notice of the 76th AGM along with the Integrated Annual Report 2023-24 can send their requests to the Company at investor_relations@rallis.com.

Updation of details for dividend payment and TDS:

The Company also voluntarily sent a communication to all those shareholders whose email addresses were registered with the Company regarding tax on dividend requesting them to update their details.

Awareness on Online Dispute Resolution ('ODR') Mechanism:

In order to streamline the dispute resolution mechanism in the Indian securities market, SEBI introduced a common ODR mechanism which harnesses online conciliation and online arbitration for resolution of all kinds of disputes arising in the Indian securities market. A communication has been sent by the Company in order to create awareness about the ODR Portal.

15. General Shareholder Information

The Company is registered with the Registrar of Companies, Mumbai, Maharashtra. The Corporate Identity Number (CIN) allotted to the Company by the MCA is L36992MH1948PLC014083.

Annual General Meeting:

Day, Date and time	Thursday, June 20, 2024 at 11:00 a.m. (IST)
Venue	In accordance with the General Circulars issued by the MCA, the AGM will be held through VC/OAVM only
Financial Year	April 1 to March 31
Record Date	Monday, June 3, 2024
Dividend Payment date	on or after Monday, June 24, 2024
Last date for receipt of Proxy Forms	In terms of the relaxations granted by the MCA, the facility for appointment of proxies by Members will not be available for the ensuing AGM
Listing on Stock Exchanges	The Company's Equity Shares are listed on the following Stock Exchanges: BSE Limited ('BSE') Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 National Stock Exchange of India Limited ('NSE') Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 The Company has paid the listing fees to these Stock Exchanges for FY 2023-24 and FY 2024-25.
Stock Code	BSE: 500355 NSE: RALLIS
International Security Identification Number ('ISIN') in NSDL and CDSL for Equity Shares	INE613A01020

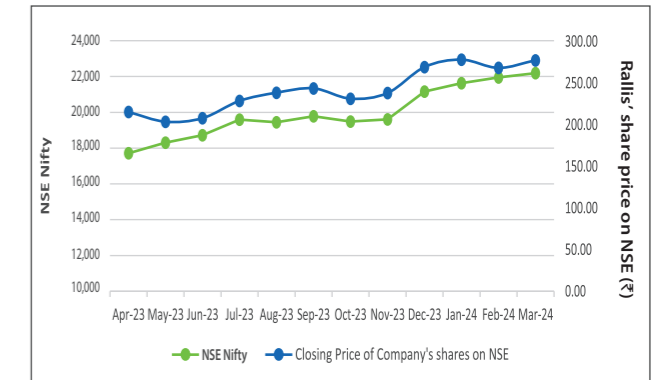
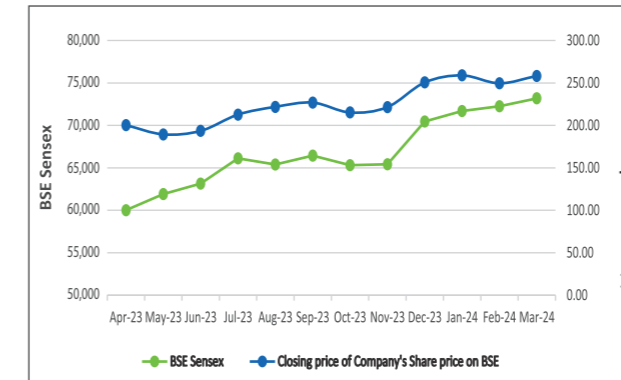
Market Information:

Market price data: High/low and number of trades during each month of FY 2023-24:

Month	BSE				NSE			
	High Price	Low Price	No. of Shares	No. of Trades	High Price	Low Price	No. of Shares	No. of Trades
Apr-23	208.45	187.95	3,96,431	15,113	208.50	187.20	62,34,439	1,30,551
May-23	196.35	186.50	5,11,855	15,046	196.50	186.55	69,59,864	1,37,985
Jun-23	199.00	188.40	8,33,339	20,420	199.30	188.50	1,13,44,653	1,48,823
Jul-23	230.25	196.05	26,81,958	47,487	230.05	196.40	3,43,90,883	4,24,929
Aug-23	239.05	211.25	13,47,011	29,421	239.30	211.10	2,02,66,703	2,94,482
Sep-23	242.00	205.15	11,21,328	29,324	241.60	205.20	1,20,64,525	2,24,990
Oct-23	224.30	205.35	9,69,272	22,213	224.35	205.10	1,33,51,610	2,17,716
Nov-23	240.00	212.05	16,31,721	36,428	240.00	212.00	4,02,29,674	4,13,101
Dec-23	264.40	228.65	18,43,269	36,920	264.40	228.35	3,32,30,902	4,38,212
Jan-24	272.00	247.00	19,94,419	44,660	272.25	246.10	2,91,04,331	4,73,891
Feb-24	274.00	236.45	7,45,095	24,678	274.15	236.50	1,29,66,495	3,23,959
Mar-24	294.25	238.90	38,55,443	80,247	294.40	239.05	6,28,23,680	7,42,542

[Source: This information is compiled from the data available on the website of BSE and NSE]

The performance of the Company's average monthly share price data in comparison to broad-based indices like BSE Sensex and NSE Nifty in FY 2023-24 are given below:



[Source: This information is compiled from the data available on the website of BSE and NSE]

Registrar and Transfer Agent:

Members may correspond with the Company's Registrar and Transfer Agent, Link Intime India Private Limited ('Link Intime' or 'Registrar' or 'RTA'), quoting their folio numbers/DP ID and Client ID at the following addresses:

Link Intime India Private Limited*

Unit: Rallis India Limited
C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083
Tel. No.: +91 810811 8484
Fax No.: +91 22 6656 8494
Email: csg-unit@linkintime.co.in
Website: www.linkintime.co.in
Business Hours: 10:00 a.m. to 5:00 p.m. (Monday to Friday)
**Erstwhile TSR Consultants Private Limited, merged with Link Intime India Private Limited w.e.f. December 22, 2023.*

Branches :

For the convenience of shareholders based in the following cities, documents and letters will also be accepted at the following Branch Offices:

Mumbai:

Link Intime India Private Limited

Building 17/19, Office No. 415 Rex Chambers, Ballard Estate, Walchand Hirachand Marg, Fort, Mumbai - 400 001

Bengaluru:

Link Intime India Private Limited

C/o. Mr. D. Nagendra Rao
"Vaghdevi" 543/A, 7th Main, 3rd Cross, Hanumanthnagar, Bengaluru – 560 019
Tel: +91-80-26509004
Email: csg-unit@linkintime.co.in

Kolkata:

Link Intime India Private Limited

Vaishno Chamber, 5th Floor, Flat Nos. 502 & 503, 6, Brabourne Road, Kolkata - 700001
Tel: +91-33-40049728 / 33-40731698
Email: csg-unit@linkintime.co.in

New Delhi:

Link Intime India Private Limited

Noble Heights, 1st Floor, Plot No. NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi – 110 058
Tel: +91-11-41410592/93/94
Email: csg-unit@linkintime.co.in

Jamshedpur:

Link Intime India Private Limited

Qtr. No. L-4/5, Main Road, Bistupur (Beside Chappan - Bhog Sweet Shop) Jamshedpur - 831 001
Tel: +91-657-242 6937
Email: csg-unit@linkintime.co.in

Ahmedabad:

Link Intime India Private Limited

5th Floor, 506 to 508, Amarnath Business Centre-1 (ABC-1) Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off. C.G. Road, Ellisbridge, Ahmedabad - 380006
Tel: +91-79-26465179
Email: csg-unit@linkintime.co.in

Share Transfer Process & Dematerialisation

Listed companies shall issue the securities in dematerialised form only, for processing any service request from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 or Form ISR-5 (for transmission), the formats of which are available on the Company's website at <https://www.rallis.com/investors/investor-information>. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerialising those shares. If the shareholders fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

In view of the aforesaid, Members who are holding shares in physical form are hereby requested to convert their holdings in electronic mode to avail various benefits of dematerialisation.

Secretarial Audit and Other Certificates:

- M/s. Parikh & Associates, Practising Company Secretaries, have conducted the Secretarial Audit of the Company for FY 2023-24. Their Audit Report confirms that the Company has complied with its Memorandum and Articles of Association, the applicable provisions of the Act and the Rules made thereunder, SEBI Listing Regulations, applicable SEBI Regulations and other laws applicable to the Company. The Secretarial Audit Report forms part of the Board's Report as an Annexure

- Pursuant to Regulation 40(9) of the SEBI Listing Regulations, a yearly certificate has been issued as on March 31, 2024 by a Company Secretary in Practice, certifying due compliance of share transfer formalities by the Company
- A Company Secretary in Practice, carries out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with NSDL and Central Depository Services (India) Limited ('CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with NSDL and CDSL)
- In accordance with the SEBI Circular dated February 8, 2019 and additional affirmations required under Circulars issued by NSE and BSE dated March 16, 2023 and April 10, 2023 read with Regulation 24A of the SEBI Listing Regulations, the Company has obtained an Annual Secretarial Compliance Report from M/s. Parikh & Associates, Practising Company Secretaries, confirming compliances with all applicable SEBI Regulations, Circulars and Guidelines for the year ended March 31, 2024
- M/s. Parikh & Associates, Practising Company Secretaries has issued a certificate confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by SEBI/MCA or any such statutory authority. The said Certificate is annexed to this Report

Disclosure on certain types of agreements binding listed entities:

There are no agreements that require disclosure under clause 5A of paragraph A of Part A of Schedule III of the SEBI Listing Regulations.

Distribution of Shareholding as on March 31, 2024:

Holding of Nominal Value: ₹ 1

Sr. No.	No. of Shares	Number of Holders	% To Total Holders	Holding	Amount (₹)	% To Capital
1.	1 to 500	1,35,360	92.45	1,09,15,563	1,09,15,563	5.61
2.	501 to 1000	5,896	4.02	45,40,273	45,40,273	2.33
3.	1001 to 2000	2,663	1.82	39,52,645	39,52,645	2.03
4.	2001 to 3000	884	0.60	22,73,504	22,73,504	1.17
5.	3001 to 4000	363	0.25	13,02,256	13,02,256	0.67
6.	4001 to 5000	311	0.21	14,69,117	14,69,117	0.76
7.	5001 to 10000	522	0.36	38,19,804	38,19,804	1.97
8.	Greater than 10000	421	0.29	16,61,95,728	16,61,95,728	85.46
	Total	1,46,420	100	19,44,68,890	19,44,68,890	100

Shareholding Pattern as on March 31, 2024:

Sr. No.	Category of Shareholder	Total Holding	Percentage (%)
1.	Promoter & Promoter Group	10,71,16,610	55.08
2.	Government/Other Public, Financial Institutions and Insurance Companies	10,87,376	0.56
3.	Foreign Institutional Investors and Foreign Companies	1,79,06,339	9.21
4.	Non Resident Individuals	23,26,417	1.20
5.	Other Bodies Corporate & Trust	35,13,193	1.81
6.	Nationalised Banks and Mutual Funds	2,32,19,003	11.94
7.	Foreign and Other Banks	29	0.00
8.	Alternative Investment Funds	13,21,098	0.68
9.	IEPF	9,19,375	0.47
10.	Individuals	3,70,59,450	19.06
	Total	19,44,68,890	100.00

Dematerialisation of Shares and Liquidity:

The Company's shares are compulsorily traded in dematerialised form.

(%)

Shares held in	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
Physical form	0.68	0.72	0.74
Electronic form with NSDL	91.23	92.24	91.25
Electronic form with CDSL	8.09	7.04	8.01

The Company's shares are regularly traded on BSE and NSE.

Outstanding American Depository Receipts (ADRs)/Global Depository Receipts (GDRs)/ Warrants or any Convertible Instruments, Conversion date and likely impact on Equity:

The Company does not have any outstanding ADRs/GDRs/ Warrants or any Convertible Instruments.

Commodity Price Risk and Hedging Activities:

The Company procures a variety of commodities related to raw materials and finished products and the associated commodity price risks is managed through commercial negotiation with customers and suppliers. The Company does not have any exposure hedged through Commodity derivatives.

Foreign Exchange Risk and Hedging Activities:

During the year under review, the Company has managed foreign exchange risk and hedged to the extent considered necessary as per the Forex Risk Management Policy. Gross open exposures are reviewed regularly and covered through forward contracts. The details of foreign currency exposure are disclosed in Note No. 37 to the Financial Statements.

Credit Rating:

During the year under review, there were no changes in the credit ratings of the Company.

As on March 31, 2024, the Company had a short-term credit rating of A1+ (Reaffirmed) and a long-term rating of AA+/ Stable (Reaffirmed) by CRISIL Limited for bank loan facilities aggregating to ₹ 440 crore. Further, the Company had a short-term credit rating of A1+ for the Commercial Papers of ₹ 75 crore.

Transfer to Investor Education and Protection Fund:

(a) Transfer of unclaimed dividend

Members are hereby informed that under the Act, the Company is required to transfer the dividend which remains unpaid or unclaimed for a period of seven consecutive years or more, to the Investor Education and Protection Fund (IEPF). Accordingly, a Final Dividend of ₹ 28,66,113 for FY 2015-16 which remained unpaid or unclaimed was transferred to the IEPF Authority in FY 2023-24.

Members are requested to note the following due date(s) for claiming the unpaid or unclaimed dividend declared by the Company for FY 2016-17 and thereafter –

Financial year	Date of declaration	Dividend per share (₹)	Last date for claiming unpaid dividend(s)
2016-17	23-06-2017	3.75 (including 1.25 special dividend)	22-07-2024
2017-18	02-07-2018	2.50	01-08-2025
2018-19	28-06-2019	2.50	26-07-2026
2019-20	03-07-2020	2.50	31-07-2027
2020-21	24-06-2021	3.00	20-07-2028
2021-22	24-06-2022	3.00	20-07-2029
2022-23	15-06-2023	2.50	15-07-2030

Members who have not encashed the dividend warrants/demand drafts so far in respect of the aforesaid period(s) are requested to make their claim to RTA well in advance of the above due dates.

As per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (IEPF Rules), the Company has uploaded the information in respect of unclaimed dividends as on the date of the previous AGM i.e. June 15, 2023 (75th AGM) on the website of the Company at <https://www.rallis.com/investors/IEPF>. The same is also available on the website of the IEPF at www.iepf.gov.in.

(b) Transfer of shares to IEPF

Pursuant to the provisions of Sections 124 and 125 of the Act read with the IEPF Rules, all the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the MCA. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares. Accordingly, the Company has transferred 36,319 Equity Shares of face value of ₹ 1 each to the demat account of the IEPF Authority during FY 2023-24.

The Company had sent individual notice to all the Members whose shares were due to be transferred to the IEPF Authority and had also published newspaper advertisements in this regard. The details of such shares transferred to IEPF are uploaded on the website of the Company at <https://rilapps.rallis.com/UnclaimedDividend.htm>.

(c) Claim from IEPF Authority

Members/Claimants whose shares and unpaid/unclaimed dividends, sale proceeds of fractional shares, etc. have been transferred to the IEPF Authority can claim the same by making an application to the IEPF Authority in e-Form IEPF-5 (available at www.iepf.gov.in) and sending duly signed physical copy of the same to the Company along with requisite documents as prescribed in the instruction kit of e-Form IEPF-5. Link to e-Form IEPF-5 is also available on the website of the Company at <https://www.rallis.com/UnclaimedShares>. No claims shall lie against the Company in respect of the dividends/shares so transferred.

Plant locations:

- (i) GIDC Estate, Plot No. 3301/2808/3000, Ankleshwar - 393 002, Dist. Bharuch, Gujarat
- (ii) Plot Nos. Z/110 and Z/112, Dahej SEZ Part - II, P.O. Lakhigam, Taluka Vagra, Dist. Bharuch - 392 130, Gujarat
- (iii) Plot No. C44, Port Road, Dahej, Dist. Bharuch - 392 130, Gujarat
- (iv) C 5/6, MIDC Industrial Area, Phase III, Shivani, Akola - 444 104, Maharashtra
- (v) Plot No. D-26, Lote Parashuram, MIDC, Near Hotel Vakratunda, Taluka Khed, Dist. Ratnagiri - 415 722, Maharashtra

Processing and drying plants:

- (i) Survey No. 318, 321, 322, Kokkonda Village, Mulugu Mandal, Siddipet Dist. 502336, Telangana
- (ii) Prasad Seeds Private Limited, Survey No. 854, Medchal Village, Medchal Mandal, Medchal Dist. 501401, Telangana
- (iii) Jam Jam Agritech Survey No. 25/1, Gundlapochampally, Medchal Mandal & Medchal Dist. 500100, Telangana

Investor Correspondence Address:

Rallis India Limited
Secretarial Department
23rd Floor, Vios Tower, New Cuffe Parade, Off Eastern Freeway, Wadala, Mumbai - 400 037
Tel. No.: +91 22 6232 7400
Email: investor_relations@rallis.com
Website: www.rallis.com

OR

Link Intime India Private Limited

Unit: Rallis India Limited
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai - 400 083
Tel. No.: +91 810811 8484 Fax No.: +91 22 6656 8494
Email: csg-unit@linkintime.co.in
Website: www.linkintime.co.in

Business Hours: 10.00 a.m. to 5:00 p.m. (Monday to Friday)

Weblinks for the matters referred in the Corporate Governance Report are as under:

Sr. No.	Particulars	Weblink
1.	Tata Code of Conduct ('TCoC')	https://www.rallis.com/TCOC
2.	Code of Conduct for Non-Executive Directors	https://www.rallis.com/COCNEDs
3.	Detailed profiles of the Directors	https://www.rallis.com/POBD
4.	Terms and Conditions of appointment of Independent Directors	https://www.rallis.com/TCAID
5.	Familiarisation programmes for Independent Directors	https://www.rallis.com/DFPID
6.	Remuneration Policy for Directors, KMP & other employees	https://www.rallis.com/remuneration-policy
7.	CSR Policy and the Charter of the CSR Committee	https://www.rallis.com/our-commitment/csr
8.	Policy on Material Subsidiaries	https://www.rallis.com/PolicyonMaterialSubsidiaries
9.	Related Party Transactions Policy	https://www.rallis.com/RPTPolicy
10.	Policy on Archival	https://www.rallis.com/archivalpolicy
11.	Policy on Preservation of Documents	https://www.rallis.com/POPOD
12.	Policy on Determination of Materiality	https://www.rallis.com/PODM
13.	Dividend Distribution Policy	https://www.rallis.com/dividend-distribution-policy
14.	Whistleblower Policy and Vigil Mechanism	https://www.rallis.com/WhistleblowerPolicy
15.	Policy on interaction with Investors/Analysts and Silent Period	https://www.rallis.com/Upload/PDF/Policy-on-interaction-with-Investors-Analysts-and-Silent-Period.pdf
16.	Investor Service Request forms	https://www.rallis.com/investors/investor-information
17.	Details of unclaimed dividends	https://rilapps.rallis.com/unclaimeddividend
18.	Details of Transfer of shares to IEPF	https://rilapps.rallis.com/sharestoIEPF
19.	Shareholder Query Form	https://rallis.com/investors/shareholder-information
20.	Quarterly/Half-yearly/Annual Results	https://rallis.com/investors/Financial-Performance
21.	Policy on Prevention of Sexual Harassment at Workplace	https://www.rallis.com/posh-policy
22.	Code of Corporate Disclosure Practices	https://www.rallis.com/CoCDP
23.	Stock Exchange Intimations	https://www.rallis.com/SEIntimations

Declaration by the Managing Director & CEO

To,
The Members of Rallis India Limited

I, Dr. Gyanendra Shukla, Managing Director & CEO of Rallis India Limited hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended March 31, 2024.

Dr. Gyanendra Shukla
Managing Director & CEO

DIN: 02922133

Mumbai, April 22, 2024

CEO/CFO Certification

IN RESPECT OF FINANCIAL STATEMENTS AND CASH FLOW STATEMENT

[Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
for the Financial Year ended March 31, 2024]

To,
The Board of Directors
Rallis India Limited

We hereby certify that:

- We have reviewed the Financial Statements and the Cash Flow Statement of Rallis India Limited ('the Company') for the year ended March 31, 2024, and confirm to the best of our knowledge and belief that:
 - these statements / results do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - these statements / results together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- There are, to the best of our knowledge and belief, no transactions entered into by the Company during the period which are fraudulent, illegal or violate the Company's Code of Conduct.
- We accept responsibility for establishing and maintaining internal controls over financial reporting and we have evaluated the effectiveness of the internal control system of the Company in respect of financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps taken and proposed to be taken for rectifying these deficiencies.
- The Company has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- We also certify that we have indicated to the auditors and the Audit Committee that:
 - there have been no significant changes during the period in internal controls over financial reporting;
 - there have been no significant changes in accounting policies;
 - there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Subhra Gourisaria
Chief Financial Officer

Gyanendra Shukla
Managing Director & CEO

DIN: 02922133

Mumbai, April 22, 2024



Practising Company Secretaries' Certificate on Corporate Governance

To,
The Members of Rallis India Limited

We have examined the compliance of the conditions of Corporate Governance by Rallis India Limited ('the Company') for the year ended on March 31, 2024, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2024.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Parikh & Associates
Practising Company Secretaries

Jigyasa N. Ved
Partner
FCS: 6488 CP: 6018
UDIN: F006488F000204499
PR No.: 1129/2021

Mumbai, April 22, 2024

Practising Company Secretaries' Certificate on non-disqualification of Directors

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members
RALLIS INDIA LIMITED

23rd Floor, Vios Tower,
New Cuffe Parade, Off Eastern Freeway,
Wadala, Mumbai 400037

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **RALLIS INDIA LIMITED** having CIN **L36992MH1948PLC014083** and having registered office at 23rd Floor, Vios Tower, New Cuffe Parade, Off Eastern Freeway, Wadala, Mumbai 400037 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company*
1.	Mr. Bhaskar Bhat	00148778	08/10/2015
2.	Dr. C. V. Natraj	07132764	22/07/2016
3.	Ms. Padmini Khare Kaicker	00296388	22/07/2016
4.	Mr. R. Mukundan	00778253	03/12/2009
5.	Mr. Sanjiv Lal	08376952	01/04/2019
6.	Mr. Narain Duraiswami	03310642	01/03/2024

*the date of appointment is as per the MCA Portal.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Parikh & Associates
Practising Company Secretaries

Jigyasa N. Ved
Partner
FCS: 6488 CP: 6018
UDIN: F006488F000204543
PR No.: 1129/2021

Mumbai, April 22, 2024

Business Responsibility & Sustainability Report

SECTION A: GENERAL DISCLOSURES

I DETAILS OF THE LISTED ENTITY

1. Corporate Identity Number (CIN) of the Listed Entity	: L36992MH1948PLC014083
2. Name of the Listed Entity	: Rallis India Limited
3. Year of incorporation	: 1948
4. Registered office address	: 23 rd Floor, Vios Tower, New Cuffe Parade, Off Eastern Freeway, Wadala, Mumbai - 400 037
5. Corporate address	: -
6. E-mail	: investor_relations@rallis.com
7. Telephone	: +91 22 6232 7400
8. Website	: www.rallis.com
9. Financial year for which reporting is being done	: April 1, 2023 to March 31, 2024
10. Name of the Stock Exchange(s) where shares are listed	: 1. BSE Limited (BSE) 2. National Stock Exchange of India Limited (NSE)
11. Paid-up Capital	: ₹ 19.45 crore

12. Details of the person who may be contacted in case of any queries on the BRSR report

S. No.	Name	Telephone	Email
1	Mr. Amol Jadhav	+91 22 6232 7400	amol.jadhav@rallis.com

13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)

The disclosures made under this report are on a standalone basis. The Business Responsibility and Sustainability Report (BRSR) is in conformance with The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The reporting boundary for the current year has been revised as compared to previous year. The reporting boundary for previous year did not include one innovation centre (RICH), GP Pally, Agri-Biotech centre (Seeds R&D) and 10 zonal and regional offices.

There are certain restatements due to change in reporting boundary and re-computation of certain attributes in this report. The effects and reasons have been included under the following sections and principles of the BRSR report - Section A (Q.no. 22), Principle 6 (Essential Indicator: 1, 7 and 9). These restatements would enable completeness and comparability of information for the current year and previous year.

14. Name of assurance provider

KPMG Assurance and Consulting Services LLP

15. Type of assurance obtained

BRSR Core parameters – Reasonable Assurance

Select BRSR Indicators (which are not part BRSR Core) – Limited Assurance

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Crop Care and Seeds	Manufacturing, Distribution, Sales & Marketing of Crop protection and crop nutrition products and a variety of field crop and vegetable seeds	99.5

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Crop Care	202	83.8
2	Seeds	016	15.7

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	7	13	20
International	0	0	0

19. Markets served by the entity

a. Number of locations

Locations	Number
National (No. of States)	26
International (No. of Countries)	39

b. What is the contribution of exports as a percentage of the total turnover of the entity?

24.1%

c. A brief on types of customers

The Company serves various customers including farmers, retailers, distributors through its domestic business and multinational agrochemical companies and other distributors through the export business. The Company's products are consumed within India as well as across the globe.

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Employees						
1	Permanent (D)	1,620	1,558	96	62	4
2	Other than permanent (E)	2,192	1,962	90	230	10
3	Total Employees (D+E)	3,812	3,520	92	292	8
Workers						
4	Permanent (F)	37	37	100	0	0
5	Other than permanent (G)	1,249	1,173	94	76	6
6	Total Workers (F+G)	1,286	1,210	94	76	6



b. Differently abled Employees and Workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Differently Abled Employees						
1	Permanent (D)	3	3	100	0	0
2	Other than permanent (E)	0	0	0	0	0
3	Total differently abled employees (D + E)	3	3	100	0	0
Differently Abled Workers						
4	Permanent (F)	0	0	0	0	0
5	Other than permanent (G)	0	0	0	0	0
6	Total differently abled workers (F + G)	0	0	0	0	0

21. Participation/Inclusion/Representation of Women

S. No.	Particulars	Total (A)	No. and percentage of Females	
			No. (B)	% (B/A)
1	Board of Directors	6*	1	17
2	Key Management Personnel	3*	1	33

*Includes MD & CEO

22. Turnover rate for permanent Employees and Workers (Disclose trends for the past 3 years)

Particulars	FY 24 (Turnover rate in current FY)			FY 23* (Turnover rate in previous FY)			FY 22* (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	21.94%	25.40%	22.07%	18.75%	20.31%	18.80%	17.90%	8.55%	17.58%
Permanent Workers	23.81%	0%	23.81%	8.16%	0%	8.16%	7.55%	0%	7.55%

*In the previous year ended March 31, 2023 and March 31, 2022, the Company did not consider the number of employees leaving the Company due to dismissal, termination, retirement or death in service for computation of this ratio. The Company has now recomputed and included all the said categories required to be disclosed. Further, the denominator for calculation has also been recomputed to take into consideration the average of employees/workers at the beginning and end of the reporting period. Accordingly, values have been restated for FY 23 and FY 22.

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding/subsidiary/associate companies/joint ventures

S. No.	Name of the holding/subsidiary/associate companies/joint ventures (A)	Indicate whether holding/subsidiary/associate/joint ventures	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity ? (Yes/No)
1	Tata Chemicals Limited	Holding	55.04	Yes

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)

Yes

(ii) Turnover (in ₹ Crore)

2,648

(iii) Net worth (in ₹ Crore)

1,829

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct (NGRBC):

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 24 Current Financial Year			FY 23 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes. A focussed group comprising of the Senior Leadership/ the CSR Head interact with the community leaders to understand and address their concerns. Further, a register is also maintained at the plant sites where grievances can be lodged by the community members.	0	0		0	0	
Investors (other than shareholders)	No	0	0		0	0	
Shareholders	Yes. https://scores.sebi.gov.in/	6	1	Subsequently resolved	1	0	
Employees and workers	Yes. http://www.rallis.com/TCOC.html	6	0		6	0	
Customers	Yes. Details including contact no., address and email id for lodging complaints have been specified on products. These complaints are addressed as per the process laid down.	72	0		63	0	
Value chain partners	Yes. http://www.rallis.com/TCOC.html	2	0		7	0	
Other including contract workers, anonymous, trainees, etc.		8	0		11	0	



26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along with its financial implications, as per the following format:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Health & Safety	R	It has a direct impact on people and communities and has the potential to disrupt operations.	<ol style="list-style-type: none"> Continual improvement in responsible manufacturing and lead indicator tracking Felt leadership and stakeholder engagement to promote safety culture Digitalisation and data analytics Safety risk assessment and audit Implementation of Process Safety and Risk Management (PSRM) and Behaviour based Safety (BBS) 	Negative
2	Process and Product Innovation	O	Innovative product and processes meets changing customers and other stakeholders needs and allows us to stay relevant and drive growth	<ol style="list-style-type: none"> R&D centre and Pilot plant facility Dedicated team for technology transfer Process & Product studies dominates in the early stages Development of new product process continues throughout the year 	Positive
3	Supply Chain	R	To account for unprecedented, fast-developing market disruptions	<ol style="list-style-type: none"> We invest in new capacities and maintain existing ones to manufacture quality products and build inbound/outbound logistics to ensure an efficient supply chain Optimising outbound logistics and modes to enhance customer service and reduce freight cost 	Negative
4	Management of the Legal & Regulatory Environment	R	Non-compliance may impact the brand image and customer trust and engagement	<ol style="list-style-type: none"> Regulatory Software (LCM) - monthly tracking system Review of new requirements Periodical assurance to the top management 	Negative
5	Climate Change Mitigation and Adaptation	O	Mitigates the effects of global climate change, improves energy efficiency, improves climate change impact	<ol style="list-style-type: none"> Committed SBTi to reduce absolute carbon emission by 30% by 2030 Progressing towards Net Zero Carbon emission Climate adaptation study for organisation 	Positive

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	The Tata Code of Conduct: https://www.rallis.com/TCOC Environment, Health & Safety Policy: https://www.rallis.com/EHSPolicy CSR Policy: https://www.rallis.com/CSRPolicy Whistleblower Policy: https://www.rallis.com/WhistleblowerPolicy Affirmative Action Policy: https://www.rallis.com/AApolicy Quality Policy: https://www.rallis.com/QualityPolicy Climate Change Policy: https://www.rallis.com/climatechange/policy Business and Human Rights Policy: https://www.rallis.com/BHRP								
2. Whether the entity has translated the policy into procedures. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle*	(1,2,3,4)	(1,2,3,4)	(1,2,3,4)	(1,4)	(1,3,4)	(1,2,4)	(1,2,3,4)	(1,4)	(1,2,3,4)
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
6. Performance of the entity against specific commitments, goals and targets along with reasons in case the same are not met.	Long-Term Sustainability Goals/Targets have been identified and the action plans for achieving the same are tracked on a year-on-year basis. Performance of such principles is also reviewed periodically by the Senior Management								

* 1. Responsible care
 2. ISO 14001
 3. ISO 45001
 4. ISO 9001
 5. NABL



Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements	<p>Rallis India Limited ('Rallis' / 'the Company'), has been undertaking efforts to align and integrate its goals with the Environmental, Social and Governance (ESG) aspects of business and to build innovative business models. The Company endeavours to address a majority of the 17 Sustainable Development Goals (UN SDG's) aimed at building economic capital, ensuring environmental integrity, enabling economic development and building social capital. The Company has also undertaken an ambitious initiative of 30 by 30, targeting 30% absolute reduction of carbon emission by the year 2030. Further, as a part of its social focus area, the Company undertakes various CSR projects around its manufacturing units with specific focus on education, skill development and employability/entrepreneurship.</p> <p>The Company works with the underprivileged, persons with disability and affirmative population to improve livelihood and overall development of the communities it serves. To deliver these commitments, the Company has a CSR Policy, Affirmative Action Policy, Diversity & Inclusion Policy and Business and Human Rights Policy in place. The Company has also adopted the Tata Code of Conduct (TCoC) which guides its interactions with all key stakeholders including Employees, Customers, Value Chain Partners, Communities, Investors, Environment, Society, etc. and has well-defined governance practices. For more information about the targets and achievements on the ESG, please refer to the details on Natural and Social Capital at page nos.: 40-43 of this Integrated Report.</p>								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	<p>Mr. Sanjiv Lal, Managing Director & CEO (DIN: 08376952) under the guidance of the Board of Directors and its Committees is responsible for implementation and oversight of the Business Responsibility policies.</p> <p>Note: Mr. Sanjiv Lal ceased to be Managing Director & CEO on March 31, 2024. Dr. Gyanendra Shukla (DIN: 02922133) was appointed as Managing Director & CEO with effect from April 1, 2024.</p>								
9. Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details.	<p>Yes, The Company has a board-level Safety, Health, Environment and Sustainability (SHES) Committee. This Committee provides valuable direction and guidance to the Management to ensure that Safety and Sustainability implications are duly addressed in all-new strategic initiatives, budgets, audit actions and improvement plans.</p> <p>Members of the SHES Committee are as under:</p> <ol style="list-style-type: none"> Dr. C. V. Natraj - Chairman Non-Executive - Independent Director (DIN: 07132764) Mr. R. Mukundan - Member Non-Executive - Non-Independent Director (DIN: 00778253) Mr. Sanjiv Lal - Managing Director & CEO - (DIN: 08376952) <p>Note: Mr. Sanjiv Lal ceased to be a Member of the Committee on March 31, 2024. Dr. Gyanendra Shukla was appointed as a Member with effect from April 1, 2024.</p>								

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director/ Committee of the Board/Any other Committee									Frequency (Annually/Half Yearly/Quarterly/ Any other - please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.

P1	P2	P3	P4	P5	P6	P7	P8	P9
Yes, Det Norske Veritas (DNV) conducts management certification (ISO 14001).	Yes, Det Norske Veritas (DNV) conducts management certification (ISO 14001).	Yes, Det Norske Veritas (DNV) conducts management certification (ISO 14001).	Yes, Indian Chemical Council conducts Responsible Care Logo audits	Yes, Det Norske Veritas (DNV) conducts management certification (ISO 14001).	Yes, Det Norske Veritas (DNV) conducts management certification (ISO 14001).	Yes, Det Norske Veritas (DNV) conducts management certification (ISO 14001).	Yes, Indian Chemical Council conducts Responsible Care Logo audits	Yes, Det Norske Veritas (DNV) conducts management certification (ISO 14001).

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)	All Principles are covered by a Policy								



SECTION C: PRINCIPLE-WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% of persons in respective category covered by awareness programmes
Board of Directors	7	During the year, the Board of Directors of the Company invested their time on various updates pertaining to the business, regulations, environmental, social, governance matters, etc. These topics comprise insights on the said Principles.	100
Key Managerial Personnel	3	1. Tata Code of Conduct 2. Anti Bribery Anti-Corruption 3. Whistle Blower Policy 4. Prevention of Sexual Harassment at the Workplace 5. Business & Human Rights	100
Employees other than BoD and KMPs	78		70
Workers	3		90

2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format (Note: The entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Amount (₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/Fine	Principle 1	Additional Commissioner of Central Tax, Secunderabad Commissionerate, Hyderabad	0	The Company has received Demand order dated December 28, 2023 for the period 2017-18 to 2021-22 aggregating to ₹ 5,64,48,207/- plus interest and penalty under the CGST Act, 2017 and IGST Act, 2017, alleging irregular availment of ITC, Non-payment of GST under RCM and short-payment of GST due to wrong adoption of rate of tax. Currently, the penalty amount has not been specified. The Company has filed an appeal with the Commissioner (Appeals) – GST, Hyderabad.	Yes

Monetary					
	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Amount (₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
	Principle 1	Joint Commissioner of Sales Tax, Mumbai	2,881	The Company has received additional demand order dated December 29, 2023 of ₹ 1,12,715/- (including interest of ₹ 81,020/- and penalty of ₹ 2,881/-) for the period 2009-10, denying VAT set off, against the appeals filed by the Company previously under the MVAT Act, 2002. The Company has not paid any penalty amount and has filed an appeal with the Maharashtra Sales Tax Tribunal, Mumbai.	Yes
	Principle 1	Joint Commissioner of Sales Tax, Mumbai	1,24,177	The Company received has additional demand order dated December 29, 2023 of ₹ 41,01,663/- (including interest of ₹ 27,35,718/- and penalty of 1,24,177/-) for the period 2013-14, denying VAT set off and excess retention of VAT set off, against the appeals filed by the Company previously under the MVAT Act, 2022. The Company has not paid any penalty amount and has filed an appeal with the Maharashtra Sales Tax Tribunal, Mumbai.	Yes
Settlement	NIL	NIL	0	NA	No
Compounding fee	NIL	NIL	0	NA	No

Non-Monetary					
	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)	
Imprisonment	NIL	NIL	NA	No	
Punishment	NIL	NIL	NA	No	

3. Of the instances disclosed in Question 2 above, details of Appeal/Revision preferred in case where monetary or non-monetary actions has been appealed

S. No.	Case Details	Name of the regulatory/enforcement agencies/judicial institutions
Refer responses at Question 2 above		

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy

Policy available (Yes/No): Yes, the Policy can be accessed at <https://www.rallis.com/ABAC>

Details: The Company has an Anti-Bribery and Anti-Corruption (ABAC) Policy in place. The policy has been developed in alignment with the Tata Code of Conduct (TCoC). The ABAC policy covers gifts/entertainment and hospitality, procurement process, third party due diligence, training and awareness as well as the process of raising concerns. Various training and awareness sessions on the ABAC and related policies were conducted on a continuous basis through classroom training as well as e-modules.

Employees, Customers, Suppliers and other Stakeholders of the Company are encouraged to raise concerns on becoming aware of any actual or potential violation of any TCoC policies or applicable laws/regulations. One of the core principles being the commitment to operating businesses conforming to the highest moral and ethical standards. The Company does not tolerate bribery or corruption in any form. It is illegal and immoral to directly or indirectly, offer or receive a bribe and this commitment underpins everything it does. The Company, having adopted the TCoC, is therefore committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever it operates and to implement and enforce effective systems to counter bribery. This includes compliance with all laws, domestic and foreign, prohibiting improper payments, gifts or inducements of any kind to or from any person, including officials in the private or public sector, customers and suppliers. The Company is equally committed to the prevention, deterrence and detection of bribery and other corrupt business practices.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption

Designation	FY 24 Current Financial Year		FY 23 Previous Financial Year	
	Number	Remarks	Number	Remarks
Directors	Nil	NA	Nil	NA
KMPs				
Employees				
Workers				

6. Details of complaints with regard to conflict of interest

	FY 24 Current Financial Year		FY 23 Previous Financial Year	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	NA	0	NA
Numbers of Complaints received in relation to issues of Conflict of Interest of the KMPs	0	NA	0	NA

7. Provides details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on case of corruption and conflicts of interest

Not Applicable

8. Number of days of accounts payables [(Accounts payable *365)/Cost of goods/service procured] in the following format:

Designation	FY 24 Current Financial Year		FY 23 Previous Financial Year	
	Number	Remarks	Number	Remarks
Number of days of accounts payables	139		110	

9. Open-ness of business. Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 24	FY 23
		Current Financial Year	Previous Financial Year
Concentration of Purchases	a. Purchase from trading houses as % of total purchases	10%	14%
	b. Number of trading houses where purchases are made from	98	155
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	68%	56%
Concentration of Sales	a. Sales to dealers/distributors as % of total sales	78%	67%
	b. Number of dealers/distributors to whom sales are made	7,281	7,329
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors	7%	8%
Share of RPTs in	a. Purchases (purchases with related parties/Total Purchases)	0.8%	1.7%
	b. Sales (Sales to related parties/Total Sales)	0.0%	0.6%
	c. Loans and advances (Loans and advances given to related parties/Total loans and advances)	Nil	Nil
	d. Investments (Investments in related parties/Total Investments made)	Nil	Nil

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of awareness programmes held	Topics/principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
78	Awareness on Ethics and POSH	0

2. Does the entity have processes in place to avoid/manage conflict of interests involving members of Board? (Yes/No) If Yes, provide details of the same.

Yes, every Director of the Company discloses his/her concern or interest in the Company or companies or bodies corporate, firms, or other association of individuals and any change therein, annually or upon any change, which includes the shareholding. Further, a declaration is also taken annually from the Directors under the Code of Conduct confirming that they will always act in the interest of the Company and ensure that any other business or personal association which they may have, does not involve any conflict of interest with the operations of the Company and the role therein. In the Meetings of the Board, the Directors abstain from participating in the items in which they are concerned or interested. For identifying and tracking conflict of interests involving the Directors/KMPs of the Company, the Corporate Secretarial team maintains a database of the Directors and the entities in which they are interested. This list is shared with the Finance department for monitoring and tracking transaction(s) entered by the Company with such parties. Additionally, the Senior Management also affirms annually that they have not entered into any material, financial and commercial transactions, which may have a potential conflict with the interest of the Company at large.



PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

- Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 24 Current Financial Year	FY 23 Previous Financial Year	Details of improvements in environmental and social impacts
R&D	4%	4%	A. Solvent recovery and recycling continued for all projects
Capex	10%	5%	B. Development of Water based, vegetable oil based, non-solvent based formulations C. Development of green and blue triangle pesticide category) D. Development for sustainable crop nutrition products

- Does the entity have procedures in place for sustainable sourcing? (Yes/No) If yes, what percentage of inputs were sourced sustainably?

Entity has procedures (Yes/No): Yes. The Company has developed a process for selection of suppliers and third parties which includes various parameters such as sustainable procurement policy sourcing guidelines on Environment, Health & Safety Policy, Legal Compliance, ISO Certification, Adherence to TCoC, etc.

Percentage of inputs: 100%.

- Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life

	Process Description
(a) Plastics (including packaging)	For damaged product packaging, the product is reclaimed at the depots and is returned to the respective factories for repacking. Further, the expired products are sent for incineration to an authorised agency in accordance with the Hazardous Waste Management Rules, 2016 (the Rules)
(b) E-waste	A pan-India-based agency authorised by the Pollution Control Board is selected for ensuring safe disposal of e-waste with minimal environmental impact
(c) Hazardous waste	Hazardous waste is categorised as per the Rules and is sent to the authorised end users for utilising the same and converting it into useful products. The remaining hazardous waste is sent for proper disposal at Pollution Control Boards authorised facilities
(d) Other waste	Not Applicable

- Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Extended Producer Responsibility (EPR) applicable (Yes/No): Yes

Describe: Plastic waste generated from end products is disposed of under EPR with the help of an agency authorised by the Central Pollution Control Board (CPCB). They collect plastic waste under two categories, namely multi layer and non-multi layer. The multi layer waste is disposed off at CPCB approved cement industries as co-processing and non-multi layer waste disposal is done at a certified plastic recycler. The Company files annual returns for plastic waste disposal at CPCB.

Leadership Indicators

- Has the entity conducted Life Cycle Perspective/Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product/Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective/Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	If results communicated in public domain, provide the web-link
202	Hexaconazole	6	Gate to Gate	Yes	No	NA
202	Acetamidiprid	1	Gate to Gate	Yes	No	NA
202	Kresoxim Methyl	4	Gate to Gate	Yes	No	NA
202	Triazole	0	Gate to Gate	Yes	No	NA

- If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products/services, as identified in the Life Cycle Perspective/Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of Product/Service	Description of the Risk/Concern	Action Taken
NA	NA	NA

- Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate Input Material	Recycled or re-used input material to total material	
	FY 24 Current Financial Year	FY 23 Previous Financial Year
NA	0	0

- Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 24 Current Financial Year			FY 23 Previous Financial Year		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	0	1,380.95	0	0	1,166	0
E-waste	0	0	0	0	0	0
Hazardous Waste	0	0	42.75	0	0	39.57
Other Waste	0	0	0	0	0	0

- Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
NA	0

PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

- a. Details of measures for the well-being of Employees:

Category	% of employees covered by*										
	Total (A)	Health Insurance Number (B)	% (B/A)	Accident Insurance Number (C)	% (C/A)	Maternity Benefits Number (D)	% (D/A)	Paternity Benefits Number (E)	% (E/A)	Day Care Facilities Number (F)	% (F/A)
Permanent employees											
Male	1,908	1,908	100	1,908	100	0	0	0	0	0	0
Female	81	81	100	81	100	81	100	0	0	18	22
Total	1,989	1,989	100	1,989	100	81	4	0	0	18	1
Other Than Permanent employees											
Male	1,962	1,962	100	1,962	100	0	0	0	0	0	0
Female	230	230	100	230	100	230	100	0	0	0	0
Total	2,192	2,192	100	2,192	100	230	10	0	0	0	0

*Includes employees left during the year.



b. Details of measures for the well-being of Workers:

Category	% of workers covered by*										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	47	47	100	47	100	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	47	47	100	47	100	0	0	0	0	0	0
Other Than Permanent workers											
Male	1,173	1,173	100	1,173	100	0	0	0	0	0	0
Female	76	76	100	76	100	76	100	0	0	0	0
Total	1,249	1,249	100	1,249	100	76	6	0	0	0	0

*Includes workers left during the year.

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

Designation	FY 24 Current Financial Year	FY 23 Previous Financial Year
Cost incurred on well-being measures as a % of total revenue of the company	0.22%	0.17%

2. Details of retirement benefits, for Current Financial Year and Previous Financial Year.

Benefits	FY 24 Current Financial Year			FY 23 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	100	Yes	100	100	Yes
ESI	3.07	-	Yes	2.50	-	Yes
Gratuity	100	100	Yes	100	100	Yes
Others	-	-	-	-	-	-

Accessibility of workplaces

3. Are the premises/offices of the entity accessible to differently abled employees and workers? (Yes/No) If not, whether any steps are being taken by the entity in this regard

Entity accessible to differently abled employees and workers (Yes/No): Yes

Any steps are being taken: Most of our working locations are accessible to differently abled persons. The Company is working towards further improvement on the same.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016 (Yes/No). If so, provide a web-link to the policy.

Entity has an equal opportunity policy (Yes/No): Yes

Web-Link: <https://www.rallis.com/TCOC>

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	NA	NA	NA	NA
Female	100%	100%	NA	NA
Total	100%	100%	NA	NA

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes-Employees/Other than Permanent Employees and Workers are encouraged to share their concerns with their reporting managers, the HR department and members of the Senior Leadership Team. Apart from this, an Ethics and POSH escalation mechanism is also available including a third party helpline. The Company, on a regular basis, sensitises its employees on the same as well. It is mandatory for new employees to read, understand and affirm to the TCoC document as part of the induction program. Employees can raise their concerns to - i. ethics@rallis.com , posh@rallis.com ii. Independent Third Party Helpline - Integrity Matters at reportmyconcern@integritymatters.in iii. Ethics Counsellors, POSH Committee Members iv. The Whistleblower channel
Other than Permanent Workers	
Permanent Employees	The concerns received, are investigated by the authorised persons by gathering, validating and analysing the data. The observations and findings/recommendations are shared with the PEO (Principal Ethics Officer). Periodically, these concerns are reviewed by the Audit Committee Members. The lessons learnt are also shared during the quarterly Employee Communication meetings.
Other than Permanent Employees	



7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 24 Current Financial Year*			FY 23 Previous Financial Year*		
	Total employees/workers in respective category (A)	No. of employees/workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/workers in respective category (C)	No. of employees/workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total permanent Employees	1,989	0	0	2,085	0	0
- Male	1,908	0	0	2,005	0	0
- Female	81	0	0	80	0	0
Total permanent Workers	47	47	100	51	51	100
- Male	47	47	100	51	51	100
- Female	0	0	0	0	0	0

*Includes employees and workers left during the year.

8. Details of training given to employees and workers:

Category	Total (A)	FY 24 Current Financial Year*				Total (D)	FY 23 Previous Financial Year*			
		On Health and safety measures		On Skill upgradation			On Health and safety measures		On Skill upgradation	
		Number (B)	% (B/A)	Number (C)	% (C/A)		Number (E)	% (E/D)	Number (F)	% (F/D)
Employees										
Male	1,908	1,908	100	1,011	53	2,005	2,005	100	1,454	73
Female	81	81	100	55	68	80	80	100	53	66
Total	1,989	1,989	100	1,066	54	2,085	2,085	100	1,507	72
Workers										
Male	47	47	100	37	79	51	51	100	47	92
Female	0	0	0	0	0	0	0	0	0	0
Total	47	47	100	37	79	51	51	100	47	92

*Includes employees and workers left during the year.

9. Details of performance and career development reviews of employees and workers:

Category	FY 24 Current Financial Year*			FY 23 Previous Financial Year*		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	1,558	1,558	100	1,605	1,605	100
Female	62	62	100	64	64	100
Total	1,620	1,620	100	1,669	1,669	100
Workers						
Male	37	37	100	47	47	100
Female	0	0	0	0	0	0
Total	37	37	100	47	47	100

*Employees and workers as at the end of the financial year.

10. a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage of such system

Health and safety management system implemented by the entity (Yes/No): Yes

Coverage system : The Safety & Health Management system covers activities across all manufacturing locations, offices, research laboratories and supply chain partners and ensures the protection of environment, health & safety of its employees, contractors, visitors and all other relevant stakeholders. The Company has also adopted Environment, Health & Safety Policy which can be accessed on its website at: <https://www.rallis.com/EHSPolicy>

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The Company has a process for Risk Management which is essential for preventing incidents, injuries, occupational diseases, emergency preparedness and business continuity. There is a structured Risk Assessment & Management process which is regularly reviewed and mitigation plans are put in place to reduce the risk. For all activities including routine or non-routine, hazards are identified by a trained cross-functional team and risk assessment is done through Hazard Identification and Risk Assessment (HIRA)/Job Safety Analysis (JSA)/Standard Operating Procedures (SOP) which is referred before starting any activity. Identified hazards and associated risks are addressed through operational control measures using a hierarchy of control approach. Techniques like Process Hazard Analysis (PHA), what-if-analysis, Failure Mode Effect Analysis (FMEA) are carried out on a case-to-case basis. Storage and handling of toxic chemicals like Ammonia, Bromine, Solvents, flammable materials like fuel, etc. are identified as the major process hazards at the site for which the Company has carried out Quantitative Risk Assessment; HAZOP study & engineering control as appropriate. Considering the level of process hazards, Ankleshwar and Dahej, Gujarat (manufacturing units of the Company) have been working on Process Safety and Risk Management (PSRM) for the last three years.

c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)

Yes. Work-related hazards are being identified and addressed through a daily plant round and cross-functional Behaviour Safety Observation rounds. All employees have access to online safety portal for reporting unsafe condition, incidents, and behavioural observation. The observation and its closure area are reviewed and tracked on daily basis.

Adequate controls are also identified during risk assessment process by cross-functional team with participation from all work levels.

d. Do the employees/workers of the entity have access to non-occupational medical and healthcare services? (Yes/No)

Yes. All employees are covered under the Mediclaim Insurance Policy and Group Personal Accident Policy. Workers have access to medical benefits through Company provided group insurance policies and statutory benefits under the Employees' State Insurance Act.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 24	FY 23
		Current Financial Year*	Previous Financial Year*
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0.09
Total recordable work-related injuries	Employees	0	1
	Workers	2	2
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

*Including in the contract workforce

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

The Company also has a Board-level Safety, Health, Environment and Sustainability ('SHES') Committee, chaired by a Non-Executive Director. The Committee reviews and monitors the safety, health, environmental and sustainability practices, processes, standards and activities of the Company to ensure compliance with appropriate laws and legislation. This Committee also provides valuable direction and guidance to the Management to ensure that Safety and Sustainability implications are duly and timely addressed. All the incidents are reported to the Committee and are investigated and analysed to avoid any recurrence.

Rallis continues to undertake efforts for creating a safe working environment and a strong safety culture by:

- Adoption of voluntary standards such as Process Safety and Risk Management (PSRM), ISO 45001 and Responsible Care guidelines.
- Internal benchmarking of safety practices to identifying best practices within the organisation. And external benchmarking of safety KPIs against industry leaders.
- Conducting Safety Felt leadership program for employees & business partners.
- Monthly MD review to address the top five risks and corresponding action plans.
- Tailored medical check-ups to assess employee health based on their work environment's risk profile and providing adequate medical facilities.
- Tracking lead indicators under the Progressive Safety Index (PSI) to proactively measure safety progress.
- Training to Employees to identify and address potential hazards.
- Digital interventions like e learning module, Data analysis portal and Online portal to facilitate reporting near misses, unsafe conditions, behavioural observations, injuries, and incident investigations.
- Cross-site safety audits to promote knowledge sharing and identify areas for improvement.
- Redefined "Golden Rule of Safety" to clearly communicate safety expectations for all stakeholders.

Rallis continuously identifies and implement solutions to strengthen our safety culture, aligning with our goal of "target zero harm".

13. Number of Complaints on the following made by employees and workers:

Assessment Type	FY 24 Current Financial Year			FY 23 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	NA	0	0	NA
Health & Safety	0	0	NA	0	0	NA

14. Assessments for the year:

Assesment Type	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and Safety Practices	100
Working Conditions	100

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/ concerns arising from assessments of health & safety practices and working conditions.

All safety-related accidents are being investigated and learnings from investigation reports are shared across the organisation for deployment of corrective actions to stop recurrence of such incidents. Effectiveness of corrective actions deployment being checked during safety audits. Significant risks/concerns arising from assessment of Health and Safety Practices are addressed through hierarchy of risk controls

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of

Employees and Workers (Y/N)

Yes, Rallis has a scheme in place to provide Financial Assistance to the legal dependents of the permanent employees/workers in case of death while in service. In addition to this, the employees/workers are covered under the Group Personal Accident (GPA) Policy. The GPA Policy is also being extended to the contract employees working in manufacturing units and offices.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

The Company monitors and tracks the compliance related to statutory dues by contractors supplying third party resources as a part of regular checks while processing the invoices. Periodic audits are also conducted to ensure compliance.

3. Provide the number of employees/workers having suffered high consequence work-related injury/ill-health/fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

Total no. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
FY 24 Current Financial Year	FY 23 Previous Financial Year	FY 24 Current Financial Year	FY 23 Previous Financial Year
Nil	Nil	Nil	Nil

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No)

No

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	100
Working Conditions	100

6. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners

The Company conducts EHS, system & regulatory audits of the third parties, their warehouses at regular intervals to ensure compliance of various processes. Regular follow-ups are being done to ensure implementation of suggested corrective/preventive actions.



PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

The Company identifies and engages with various stakeholders with the intention of understanding and addressing their expectations and developing short, medium and long-term strategies of the Company. The internal and external groups of key stakeholders identified on the basis of their immediate impact on the operations and working of the Company include Employees, Shareholders, Customers, Communities, Suppliers, Government Authorities, Partners and Vendors.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/Half Yearly/Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholder	No	Annual General Meeting, Shareholder meets, email, Stock Exchange (SE) intimations, investor/analysts meet/conference calls, annual report, quarterly results, media releases and Company/SE website	As per need meetings are conducted. Generally Annual meetings takes place.	Share price movements, dividends, profitability and financial stability, robust ESG practices, climate change risks, cyber risks, growth prospects
Employee	No	Senior leader's communication/talks/forum, Employee Communication (town hall), goal setting and performance appraisal meetings/review, arbitration/union meetings, wellness initiatives, engagement survey, email, intranet, websites, poster campaigns, circulars, quarterly publication and newsletters	Ongoing	Responsible Care (RC), innovation, operational efficiencies, improvement areas, long-term strategy plans, training and awareness, responsible marketing, brand communication, health, safety and engagement initiatives
Customer	No	Website, distributor/retailer/direct customer/MD, senior leader-customer meets/visits, customer plant visits, MD/COO club, Dealers meet, focus group discussion, trade body membership, complaints management, helpdesk, conferences, customer surveys and NPS	Ongoing	Product quality and availability, responsiveness to needs, after sales service, responsible guidelines/manufacturing, climate change disclosures, safety awareness and safe use of agrochemicals
Suppliers/ Partners	No	Prequalification/vetting, communication and partnership meets, plant visits, MoU and framework agreements, professional networks, contract management/review, on site presentations, satisfaction surveys	Ongoing	Quality, timely delivery and payments, ESG consideration (sustainability, safety checks, compliances, ethical behaviour), ISO and OHSAS standards, collaboration and digitalisation opportunities

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/Half Yearly/Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Government	No	Advocacy meetings with local/state/national government and ministries, seminars, media releases, conferences, membership in local enterprise partnership and industry bodies	Ongoing	Strong ESG practices (climate change roadmap, frameworks for sustainability and beyond compliance and RC, changes in regulatory frameworks, skill and capacity building, employment, environmental measures), policy advocacy, timely contribution to exchequer/local infrastructure, proactive engagement
Communities	Yes	Focussed Group Discussions with Communities/local authorities/location heads, community visits and projects, partnership with NGOs, volunteerism	Ongoing	Integrated water management, clean water, Natural Resource Management, community development, livelihood support, disaster relief, support of the UN SDGs, Education, Skill Development, Farmer Safety etc.

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board

The Company's management regularly interacts with key stakeholders i.e. investors, customers, suppliers, employees etc. The Company has a Safety, Health, Environment & Sustainability Committee and CSR Committee that updates the progress of actions to the Board and takes inputs periodically.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Used (Yes/No) : Yes

Details: Through materiality assessment, we engage with our stakeholders in terms of identifying and prioritising the issues pertaining to economic, environmental and social topics. (For further details, please refer to the section on Stakeholder Engagement on page no. 26 of the Integrated Report).

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/marginalised stakeholder groups.

Regular meetings and interactions are planned to understand the concern and accordingly actions are plan. Rallis' CSR head visits the marginalised stakeholders along with CSR partners and concerned team members every quarter to understand the needs and priorities and accordingly make necessary changes to the implementation plan.

PRINCIPLE 5: Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format

Category	FY 24 Current Financial Year*			FY 23 Previous Financial Year*		
	Total (A)	No. of employees/workers covered (B)	% (B/A)	Total C	No. of employees/workers covered (D)	% (D/C)
Employees						
Permanent	1,620	614	38	1,669	730	44
Other than permanent	2,192	955	44	2,520	1,336	53
Total Employees	3,812	1,569	41	4,189	2,066	49
Workers						
Permanent	37	37	100	47	47	100
Other than permanent	1,249	460	37	1,254	664	53
Total Workers	1,286	497	39	1,301	711	55

*Employees and Workers as at the end of the financial year.

Note: We have re-looked into the categorisation of other than permanent employees and workers. Accordingly, values for FY 2022-23 have been restated.

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 24 Current Financial Year*					FY 23 Previous Financial Year*				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	1,908	0	0	1,908	100	2,005	0	0	2,005	100
Female	81	0	0	81	100	80	0	0	80	100
Other than Permanent										
Male	1,962	0	0	1,962	100	2,258	0	0	2,258	100
Female	230	0	0	230	100	262	0	0	262	100
Workers										
Permanent										
Male	47	0	0	47	100	51	0	0	51	100
Female	0	0	0	0	0	0	0	0	0	0
Other than Permanent										
Male	1,173	0	0	1,173	100	1,244	0	0	1,244	100
Female	76	0	0	76	100	10	0	0	10	100

*Includes employees and workers left during the year.

Note: We have re-looked into the categorisation of other than permanent employees and workers. Accordingly, values for FY 2022-23 have been restated.

3. Details of remuneration/salary/wages, in the following format:

- a. Median remuneration/wages:

	Male		Female	
	Number	Median remuneration/salary/wages of respective category (₹ in lakhs)	Number	Median remuneration/salary/wages of respective category (₹ in lakhs)
Board of Directors (BoD)	5*	23.26**	2	42.87**
Key Managerial Personnel	2*	194.35	1	227.24
Employees other than BoD and KMP	1,906	7.70	80	6.53
Workers	47	7.47	0	0

* Includes MD & CEO

** Includes sitting fees

- b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

Safety Incident/Number	FY 24 Current Financial Year	FY 23 Previous Financial Year
Gross wages paid to females as % of total wages	5%	5%

4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes. Business and Human Rights Policy has been adopted by the Company and driven by the Ethics team. The Audit Committee of the Board has an oversight on the progress.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company has a policy in place for Business and Human Rights. The Company is committed to maintaining a safe and harmonious business environment and workplace for everyone and believes that every workplace shall be free from harassment and/or any other unsafe or disruptive conditions.

Accordingly, the Company has in place an ethics framework comprising a team of ethics counsellors for redressal of grievances related to ethics/human rights as well as a team of POSH committee members for redressal of such related issues. Additionally, a third party helpline is also in place.

6. Number of Complaints on the following made by employees and workers:

Complaint Type	FY 24 Current Financial Year			FY 23 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	-	0	0	-
Discrimination at Workplace	0	0	-	0	0	-
Child Labour	0	0	-	0	0	-
Forced Labour/Involuntary Labour	0	0	-	0	0	-
Wages	0	0	-	0	0	-
Other Human Rights related issues	0	0	-	0	0	-



7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 24 Current Financial Year	FY 23 Previous Financial Year
Total Complaints reported under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees/workers	0	0
Complaints on POSH upheld	0	0

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

- An independent Internal Committee (IC) drawn from cross-functional/location employees, follows the process/guidelines as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- The Whistleblower Policy ensures that no unfair treatment will be meted out to a Whistleblower by virtue of his/her having reported a Protected Disclosure under the policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimisation or any other unfair employment practice being adopted against Whistleblowers. Complete protection will, therefore, be given to Whistleblowers against any unfair practices like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblowers right to continue to perform his/her duties/functions including making further Protected Disclosure.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, the Company has specific clauses as apart of TCoC included in the business agreements and contracts and purchase orders Human Rights form a part of TCoC.

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100
Forced/involuntary labour	100
Sexual harassment	100
Discrimination at workplace	100
Wages	100
Others – please specify	NA

11. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 10 above

Not Applicable

Leadership Indicators

1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.

Business and Human Rights Policy was adopted in FY 2021-22. So far there have been NIL grievances

2. Details of the scope and coverage of any Human rights due-diligence conducted.

None

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes, Most of our working locations are accessible to differently abled persons

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	0
Discrimination at Workplace	0
Child Labour	0
Forced Labour/Involuntary Labour	0
Wages	0
Others - please specify	0

5. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 4 above.

Not Applicable

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 24 Current Financial Year	FY 23* Previous Financial Year
From renewable sources (in Gigajoules)		
Total electricity consumption (A)	14,844	11,832
Total fuel consumption (B)	1,73,513	1,47,204
Energy consumption through other sources (C)	0.00	0.00
Total energy consumed from renewable sources (A+B+C)	1,88,357	1,59,036
From non-renewable sources (in Gigajoules)		
Total electricity consumption (D)	1,37,053	1,30,824
Total fuel consumption (E)	2,45,887	2,55,083
Energy consumption through other sources (F)	0.00	0.00
Total energy consumed from non-renewable sources (D+E+F)	3,82,940	3,85,907
Total energy consumed (A+B+C+D+E+F)	5,71,297	5,44,943
Energy intensity per rupee of turnover (Total energy consumed (GJ) / Revenue from operations)	0.000022	0.000018
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed (GJ) / Revenue from operations adjusted for PPP)**	0.00049	0.00042
Energy intensity in terms of physical output (GJ/MT of production)	16.40	15.15
Energy intensity (optional) – the relevant metric may be selected by the entity	–	–

*The reporting boundary has been expanded to cover 100% of the owned operations and accordingly the values for FY 23 have been restated to enable comparability of information with FY 24. The restatement has led to 11% increase in total energy consumption in the previous year.

**The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2022 by World Bank for India which is 22.88

Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Assurance has been carried out (Yes/No) : Yes

Name of external agency: KPMG Assurance and Consulting Services LLP

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Have sites? (Yes/No) : No

Targets achieved? (Yes/No) : No

In case targets have not been achieved, provide the remedial action taken, if any: Not Applicable

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 24 Current Financial Year	FY 23 Previous Financial Year
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	0	0
(iii) Third party water	3,25,334	3,35,322
(iv) Seawater/desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	3,25,334	3,35,322
Total volume of water consumption (in kilolitres)	2,75,661	2,83,834
Water intensity per rupee of turnover (Total Water consumption/Revenue from operations)KL/Turnover	0.00001041	0.000009566
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)(Total water consumption/Revenue from operations adjusted for PPP)	0.0002381	0.0002189
Water intensity in terms of physical output (KL/MT of production)	7.91	7.89
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Has been carried out by an external agency (Yes/No): Yes

Name of external agency: KPMG Assurance and Consulting Services LLP

4. Provide the following details related to water discharged:

Parameter	FY 24 Current Financial Year	FY 23 Previous Financial Year
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) To Groundwater	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) To Seawater	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	49,673.27	51,488
(v) Others	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
Total water discharged (in kilolitres)	49,673.27	51,488

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Assurance has been carried out by an external agency (Yes/No) : Yes

Name of external agency: KPMG Assurance and Consulting Services LLP

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation. Mechanism implemented?(Yes/No): Yes

Details: The Company is working towards making its all-manufacturing units as Zero liquid discharge units. So far, Ankleshwar Dahej CZ and Akola have developed the capability for 100% recycling of treated water.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 24 Current Financial Year	FY 23 Previous Financial Year
NOx	MT	23.92	14.68
SOx	MT	29.94	16.78
Particulate matter (PM)	MT	27.09	25.31
Persistent organic pollutants matter (POP)		NA	NA
Volatile organic compounds (VOC)		NA	NA
Hazardous air pollutants (HAP)		NA	NA
Others – please specify		NA	NA

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Assurance has been carried out by an external agency(Yes/No) : Yes

Name of external agency: KPMG Assurance and Consulting Services LLP

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY24 Current Financial Year	FY23* Previous Financial Year
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	29,022	27,358
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	27,258	26,019
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations)	Metric tonnes of CO ₂ equivalent / Turnover (₹)	0.0000021	0.0000018
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations adjusted for PPP)	Metric tonnes of CO ₂ equivalent / rupee turnover adjusted for PPP	0.000049	0.000041
Total Scope 1 and Scope 2 emission intensity in terms of physical output	Metric tonnes of CO ₂ equivalent/ MT of production	1.61	1.48
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

*The reporting boundary has been expanded to cover 100% of the owned operations and accordingly the values for FY 23 have been restated to enable comparability of information with FY 24. The restatement has led to 16% increase in Scope 1 and Scope 2 emissions in the previous year.

For estimation of Scope 1 GHG emissions, we have referred 2006 IPCC Guidelines for National Greenhouse Gas Inventories and IPCC Fifth Assessment Report for GWP values.

For estimation of scope 2 GHG emissions, the emission factors prescribed as per CO₂ Baseline Database for the Indian Power Sector, published by Central Electricity Authority (CEA), Ministry of Power, Government of India, has been considered.

Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Assurance has been carried out by an external agency (Yes/No): Yes

Name of external agency: KPMG Assurance and Consulting Services LLP

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Have project? (Yes/No): Yes

Details: Carbon abatement project done with Pricewaterhouse Coopers (PWC) in FY 2021-22 to identify and evaluate various CO₂ reduction projects to meet Company's overall objective of reducing 30% absolute carbon emission by 2030.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 24 Current Financial Year	FY 23* Previous Financial Year
Total Waste generated (in metric tonnes)		
Plastic waste (A)	381.95	1,165.75
E-waste (B)	0.00	1.54
Bio-medical Waste (C)	0.011	0.0092
Construction and Demolition Waste (D)	0.00	00
Battery Waste (E)	5.35	0
Radioactive Waste (F)	0.00	0
Other Hazardous Waste. Please specify, if any. (G)	35,665	34,867.32
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	2,241	2,956.05
Total (A + B + C + D + E + F + G + H)	38,293	38,991
Waste intensity per rupee of turnover (Total Waste generated/Revenue from operations) MT/(₹) Turnover	0.000001446	0.000001314
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Waste generated/Revenue from operations adjusted for PPP)	0.00003309	0.00003007
Waste intensity in terms of physical output waste (MT/ MT of Production)	1.10	1.08
Waste intensity (optional)-the relevant metric may be selected by the entity		

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

Category of waste	FY 24	FY 23*
(i) Recycled	13,525	13,278
(ii) Re-Used	0.00	0.00
(iii) Other recovery operations	2,825	2,075
Total	16,350	15,353*

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

Category of waste	FY 24	FY 23*
(i) Incineration	14,895	14,342
(ii) Landfilling	4,813	6,340
(iii) Other disposal operations	2,235	2,956*
Total	21,943	23,638

*In the previous reporting period, 16% of waste recovered through recycling, re-using, or other recovery options has been recomputed and re-categorised under 'Other disposal operations. Accordingly, the values for FY 23 have been restated.

Note: Indicate if any independent assessment/evaluation/ assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Assurance has been carried out by an external agency(Yes/No): Yes

Name of external agency: KPMG Assurance and Consulting Services LLP

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Non-toxic waste water from process, canteen, amenities, cooling towers, boiler blow-down, etc. is treated in Effluent Treatment Plant (ETP). ETP is equipped with primary, secondary, tertiary treatment followed by a RO system. Tertiary treated effluent is either recycled through RO or discharged to the common effluent system.

The Aqueous effluent generated from processes having low Chemical Oxygen Demand (COD) and high Total Dissolved Solvents (TDS) is fed to the Multiple Effect Evaporator and condensate of the evaporator is sent for treatment in the Effluent treatment plant or recycled/reused.

The sludge generated from the evaporator/ETP is sent to an authorised secured landfill site. High calorific and high TDS value hazardous waste is sent for processing to authorised co-processors and further to cement industry.

Spent acids are sent for recycling to authorised end user to make useful products. Aqueous/Organic waste is sent to the authorised common incinerator system.

As per our policy, we have discontinued production of the highly toxic red triangle products as per the Insecticides Act. Thus, the product portfolio and waste generated remains relatively less toxic.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
1	NA	NA	NA

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
NA	NA	NA	NA	NA	NA

13. Is the entity compliant with the applicable environmental law/regulations/guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law/regulation/guidelines which was not complied	Provide details of the non-compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
1	The Company is in compliance with applicable environment regulations	NA	NA	NA

Leadership Indicators

1. **Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):**

For each facility/plant located in areas of water stress, provide the following information:

(i) **Name of the area:** Maharashtra and Gujarat Industrial Area

(ii) **Nature of operations:** Agrochemicals manufacturing



(iii) Water withdrawal, consumption and discharge in the following format:

Parameter	Treatment	FY 24 Current Financial Year	FY 23 Previous Financial Year
Water withdrawal by source (in kilolitres)			
(i) Surface water	KL	-	-
(ii) Groundwater	KL	-	-
(iii) Third party water	KL	2,82,636	3,35,322
(iv) Seawater / desalinated water	KL	-	-
(v) Others	KL	-	-
Total volume of water withdrawal (in kilolitres)	KL	2,82,636	3,35,322
Total volume of water consumption (in kilolitres)	KL	2,36,453	2,83,834
Water intensity per rupee of turnover (water consumed / revenue from operations)	KL/INR Turnover	0.0000089	0.0000096
Water intensity (optional) – the relevant metric may be selected by the entit	KL/MT of production	7.87	7.89
Water discharge by destination and level of treatment (in kilolitres)			
(i) To Surface water		-	-
- No treatment	KL	-	-
- With treatment – please specify level of treatment	KL	-	-
(ii) To groundwater		-	-
- No treatment	KL	-	-
- With treatment – please specify level of treatment	KL	-	-
(iii) To Seawater		-	-
- No treatment	KL	-	-
- With treatment – please specify level of treatment	KL	-	-
(iv) Sent to third-parties		-	-
- No treatment	KL	-	-
- With treatment – please specify level of treatment	KL	46,183	51,488
(v) Others		-	-
- No treatment	KL	-	-
- With treatment – please specify level of treatment	KL	-	-
Total Discharge in KL	KL	46,183	51,488

Note: Using WBCSD's India Water Tool (IWT), we did a thorough water risk re-assessment of all our plants in India. Except Lote, all our operational units is located under water-stress areas

Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Has been carried out by an external agency (Yes/No): Yes

Name of external agency: KPMG Assurance and Consulting Services LLP

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 24 Current Financial Year	FY 23 Previous Financial Year
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	10,441	9,970
Total Scope 3 emissions per rupee of turnover	Metric tonnes of CO ₂ equivalent/(₹) Turnover	0.00000039	0.00000034
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity	Metric tonnes of CO ₂ equivalent/MT of production	0.30	0.28

Note: 1. India GHG program 2016 was referred for emission factors.

2. Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Has been carried out by an external agency(Yes/No): Yes

Name of external agency: KPMG Assurance and Consulting Services LLP

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along with prevention and remediation activities.

Not Applicable

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

S. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along with summary)	Outcome of the initiative
1	Integrated Waste Management	Converting Hazardous waste like Spent Sulphuric Acid, Sodium Sulphate into useful product with partnership with authorised end users Disposal of Hazardous waste to Cement industry for co-processing (as an alternate fuel/raw material)	Conservation of Natural resources

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/web link.

Yes. Business Continuity Plans (BCP) are designed to help the Company to recover from a disruption in production activity. Specifically, the objectives of BCP for Manufacturing plants are to identify various threats that can disrupt business operations. Identify advanced arrangements and procedures that will enable the team to respond quickly to an emergency event and ensure continuous operations of critical business functions. Reduce employee injury or loss of life and minimise damage and losses. Protect essential facilities, equipment, vital records, and other assets. Identify teams which would need to respond to a crisis and describe specific responsibilities. Facilitate effective decision-making to ensure that operations are restored in a timely manner. Identify alternative course of action to minimise and/or mitigate the effects of the crisis and shorten the response time. Quantify the impact of any kind of event in terms of money, time, business and workforce. Recover quickly from an emergency event and resume full-scale manufacturing of products in a timely manner. Maintain the quality of manufactured goods and products, protect our customer base and brand during an emergency event.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

No such incident has occurred. We provide awareness and training to the farmers to ensure proper handling and uses of Agro chemical products.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

18 critical value chain partners were identified for the manufacturing units. 100% were assessed for environmental impact.

PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/associations.

6

- b. List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/affiliated to.

S. No.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/associations (State/National)
1	Crop Life India (CLI)	National
2	Confederation of Indian Industry (CII)	National
3	Bombay Chambers of Commerce and Industry (BCCI)	National
4	Federation of Seeds Industries of India (FSII)	National
5	IMC Chamber of Commerce and Industry	National
6	Indian Chemical Council (ICC)	National

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
NA	NA	NA

Leadership Indicators

1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/Half Yearly/Quarterly/Others – please specify)	Web Link, if available
1	Use of drone in agriculture	Through Industry bodies	-	-	-
2	Recycling of plastic containers	Through Industry bodies	Yes	-	-
3	Safe use of agrochemicals by farmers	Through Industry bodies	-	-	-

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Project Name	SIA Notification	Date Notification	Conducted by Independent	Result Communicated	Web link
NA	NA	NA	NA	NA	NA

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in FY (₹)
1	NA	NA	NA	0	0	0

3. Describe the mechanisms to receive and redress grievances of the community.

The Company has a process to receive and redress concerns/grievances received from the community. A site-level committee consisting of members from various departments is formed which receives the concerns (written/verbal) and works towards its redressal. A joint field visit/investigation is done and the concern is addressed appropriately in a timely manner. The concerns are recorded and tracked for closure. In addition, the Company proactively engages with the community as a part of the development work. Throughout the year, a number of informal and formal sessions are conducted which help interactions with the community apart from programme- specific meetings to facilitate working together. There is a targeted approach for engaging with various sections viz. youth, women and community leaders. Senior leadership interacts with the community regularly.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Parameter	FY 24	FY 23
	Current Financial Year	Previous Financial Year
Directly sourced from MSMEs/small producers	15.91%	10.51%
Directly from within India	71.21%	70.45%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost

Location	FY 24	FY 23
	Current Financial Year	Previous Financial Year
Rural	-	-
Semi-urban	35.3%	26.6%
Urban	39.4%	37.6%
Metropolitan	25.4%	35.8%

(Place to be categorised as per RBI Classification System - rural/semi-urban/urban/Metropolitan)

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments

Negative Social Impact	Corrective Action
NA	NA

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (₹)
1	Maharashtra	Dharashiv (Osmanabad)	68,92,555
2	Gujarat	Narmada	51,17,403

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised /vulnerable groups? (Yes/No)

No – Procurement is done based on competitiveness, however, as per the affirmative policy, we encourage marginalised/vulnerable groups.

- (b) From which marginalized /vulnerable groups do you procure?

Scheduled Caste/Scheduled Tribe category, if available and competitive

- (c) What percentage of total procurement (by value) does it constitute?

0.61%

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Intellectual Property	Owned Acquired	Benefit Shared	Calculate Benefit Share
NA	NA	NA	NA

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Authority Name	Brief Case	Corrective Action
NA	NA	NA

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalised groups
1	C-Safe	2,482	11
2	Jal dhan - Water Harvesting and Conservation	1,74,761	25
3	Unnat Gram - Model Tribal Village	4,484	100
4	RUBY - Educational initiative	18,102	78
5	Rural Development, Health and Sanitation	16,041	50
6	TaRa - Skilling Initiative and Women Empowerment	2,200	32

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

We print the customer care contact number and email ID on each pack label to receive customer queries and complaints. The Marketing Team handles the customer care cell and responds to complaints received through the contact number and email ID. We also receive customer complaints from customers related to application, product and packaging quality through the sales team, which are registered in e-Sparsh (Digital App) and responded. Product quality and packaging related complaints escalated to Quality Assurance and for investigation and resolution. Quality assurance team investigates the complaint and shares the report with root cause analysis and corrective actions with the respective sales team.

2. Turnover of products and/services as a percentage of turnover from all products/service that carry information about:

Services	As a percentage to total turnover
Environmental and social parameters relevant to the product	0
Safe and responsible usage	100
Recycling and/or safe disposal	0

3. Number of consumer complaints in respect of the following:

Complaint Type	FY 24 Current Financial Year			FY 23 Previous Financial Year		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data Privacy	0	0	-	0	0	-
Advertising	0	0	-	0	0	-
Cyber Security	0	0	-	0	0	-
Delivery of Essential Services	0	0	-	0	0	-
Restrictive Trade Practices	0	0	-	0	0	-
Unfair Trade Practices	0	0	-	0	0	-
Others	0	0	-	0	0	-

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary Recall	0	NA
Forced Recall	0	NA

5. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Policy available (Yes/No): Yes, The Company has detailed framework on cyber security and risks related to data privacy.

Web Link: <https://www.rallis.com/privacy-policy>

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.

The cyber security for the Company has been outsourced and managed by a leading IT services company. The regular reviews are conducted, and corrective actions are taken to improve the cyber security posture. Data privacy requirements are being evaluated with respect to proposed personal data privacy law. The actions will be taken as per data privacy law.

7. Provide the following information relating to data breaches:

- a. **Number of instances of data breaches:** 0
- b. **Percentage of data breaches involving personally identifiable information of customers:** Not applicable
- c. **Impact, if any, of data breaches:** NA

Leadership Indicators

1. Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).

Yes. Information relating to all products of the Company are available on the website at www.rallis.com. Additionally, it is also available on the 'Rallis Krishi Samadhan' - an App and various social media platforms such as Facebook, YouTube and Instagram

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

The Company conducts meetings with the consumers including farmers on field days whereby they are educated about the correct dosage, time of application as well as correct methods to use the Company's products. Further, product leaflets are also provided in various languages with each package.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

Not Applicable

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Product Information Over and Above (Yes/No/Not Applicable) : Yes

Details: The Company specifies product information as per regulations and carries out a survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation.

Survey carried out (Yes/No): Yes

Independent Practitioners' Reasonable Assurance Report

To the Directors of Rallis India Limited

Assurance report on the sustainability disclosures in the Business Responsibility and Sustainability Reporting (BRSR Core Format¹ (called 'Identified Sustainability Information' (ISI) of Rallis India Limited (the 'Company') for the period from 1 April 2023 to 31 March 2024. The ISI is included in the Business Responsibility and Sustainability Reporting of the Company for the period from 1 April 2023 to 31 March 2024.

Opinion

We have performed a reasonable assurance engagement on whether the Company's sustainability disclosures in the BRSR Core Format (refer to Annexure 1) for the period from 1 April 2023 to 31 March 2024 has been prepared in accordance with the reporting criteria (refer table below).

Identified Sustainability Information (ISI) subject to assurance	Period subject to assurance	Page number in the Annual Report	Reporting criteria
BRSR Core (refer Annexure 1)	From 1 April 2023 to 31 March 2024	116-151	<ul style="list-style-type: none"> Regulation 34(2)(f) of the Securities and Exchange Board of India (SEBI) Listing Obligations and Disclosure Requirements (SEBI LODR) Guidance notes for BRSR format issued by SEBI World Resource Institute (WRI) / World Business Council for Sustainable Development (WBCSD) Greenhouse Gas (GHG) Protocol (A Corporate Accounting and Reporting Standards)

This engagement was conducted by a multidisciplinary team including assurance practitioners, engineers, and environmental and social professionals.

In our opinion, the company's Identified Sustainability Information on pages 116 to 151 of the Integrated Annual Report for the period 1 April 2023 to 31 March 2024, subject to reasonable assurance is prepared, in all material respects, in accordance with the Regulation 34(2)(f) of the Securities and Exchange Board of India (SEBI) Listing Obligations and Disclosure Requirements (SEBI LODR) and basis of preparation set out in page 116 Section A: General Disclosures 13 of the Integrated Annual Report.

We do not express an assurance opinion on information in respect of any other information included in the Integrated Annual Report 2024 or linked from the Sustainability Information or from the Integrated Annual Report 2023, including any images, audio files or embedded videos.

Basis for opinion

We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3000 (Revised), Assurance Engagements Other Than Audits or Reviews of Historical Financial Information issued by the International Auditing and Assurance Standards Board (IAASB). Our responsibilities under those standards are further described in the "Our responsibilities" section of our report.

We have complied with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA).

Our firm applies International Standard on Quality Management (ISQM) 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements, issued by the IAASB. This standard requires the firm to

¹ Notified by SEBI vide circular number SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated 12 July 2023

design, implement and operate a system of quality management, including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

Management and the Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Integrated Annual Report (but does not include the BRSR Core attributes and assurance report thereon). Additionally, we have performed a limited assurance engagement on select BRSR and GRI indicators and issued an independent assurance report on 28 May 2024.

Our report thereon is included with the other information.

Our reasonable assurance opinion on the ISI does not extend to other information that accompanies or contains the 'ISI and our assurance report' (hereafter referred to as "other information"). We have read the other information, but we have not performed any procedures with respect to the other information.

Other matter

Select BRSR Core attributes of the Company for the year ended 31 March 2023 were assured by the previous assurance practitioner who had expressed an unmodified opinion on 19 May 2023.

Our opinion is not modified in respect of this matter.

Intended use or purpose

The ISI and our reasonable assurance report are intended for users who have reasonable knowledge of the BRSR Core attributes, the reporting criteria and ISI and who have read the information in the ISI with reasonable diligence and understand that the ISI is prepared and assured at appropriate levels of materiality.

Our opinion is not modified in respect of this matter.

Responsibilities for the identified Sustainability Information (ISI)

The management of the Company acknowledge and understand their responsibility for:

- designing, implementing and maintaining internal controls relevant to the preparation of the ISI that is free from material misstatement, whether due to fraud or error;
- selecting or establishing suitable criteria for preparing the ISI, taking into account applicable laws and regulations, if any, related to reporting on the ISI, identification of key aspects, engagement with stakeholders, content, preparation and presentation of the ISI in accordance with the reporting criteria;
- disclosure of the applicable criteria used for preparation of the ISI in the relevant report/statement;
- preparing/properly calculating the ISI in accordance with the reporting criteria; and
- ensuring the reporting criteria is available for the intended users with relevant explanation;
- establishing targets, goals and other performance measures, and implementing actions to achieve such targets, goals and performance measures;
- responsible for providing the details of the management personnel who takes ownership of the ISI disclosed in the report;
- ensuring compliance with law, regulation, or applicable contracts;
- making judgments and estimates that are reasonable in the circumstances;
- identifying and describing any inherent limitations in the measurement or evaluation of information subject to assurance in accordance with the reporting criteria;
- preventing and detecting fraud;
- selecting the content of the ISI, including identifying and engaging with intended users to understand their information needs;
- informing us of other information that will be included with the ISI;
- supervision of other staff involved in the preparation of the ISI

Those charged with governance are responsible for overseeing the reporting process for the Company's ISI.

Inherent limitations in preparing the ISI

The preparation of the company's BRSR information requires the management to establish or interpret the criteria, make determinations about the relevancy of information to be included, and make estimates and assumptions that affect the reported information.

Measurement of certain amounts and BRSR Core metrics, some of which are estimates, is subject to substantial inherent measurement uncertainty, for example, GHG emissions, water footprint, energy footprint. Obtaining sufficient appropriate evidence to support our opinion does not reduce the uncertainty in the amounts and metrics.

Our responsibilities

We are responsible for:

- Planning and performing the engagement to obtain reasonable assurance on the sustainability disclosures in the BRSR Core are free from material misstatement, whether due to fraud or error, in accordance with the Reporting Criteria in line with the section above.
- Forming an independent opinion, based on the procedures we have performed and the evidence we have obtained, and
- Reporting our reasonable assurance opinion to the Directors of Rallis India Limited.

Exclusions

Our assurance scope excludes the following and therefore we will not express an opinion on the same:

- Any form of review of the commercial merits, technical feasibility, accuracy, compliance with applicable legislation for the project, and accordingly, we will express no opinion thereon. We will also not be required to verify any of the judgements and commercial risks associated with the project, nor comment upon the possibility of the financial projections being achieved.
- Operations of the Company other than those mentioned in the "Scope of Assurance".
- Aspects of the BRSR and the data/information (qualitative or quantitative) other than the ISI.
- Data and information outside the defined reporting period i.e., from 1 April 2023 to 31 March 2024.
- The statements that describe expression of opinion, belief, aspiration, expectation, aim, or future intentions provided by the Company.

Summary of the work we performed as the basis for our opinion

We exercised professional judgment and maintained professional skepticism throughout the engagement. We designed and performed our procedures to obtain evidence that is sufficient and appropriate to provide a basis for our reasonable assurance opinion.

The nature, timing, and extent of the procedures selected depended on our judgment, including an assessment of the risks of material misstatement of the information subject to reasonable assurance, whether due to fraud or error. We identified and assessed the risks of material misstatement through understanding the Information subject to reasonable assurance and the engagement circumstances. We also obtained an understanding of the internal control relevant to the information subject to reasonable assurance in order to design procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of internal controls. In carrying out our engagement, we:

- assessed the suitability of the criteria used by the company in preparing the reasonable assurance information;
- evaluated the appropriateness of reporting policies, quantification methods and models used in the preparation of the information subject to reasonable assurance and the reasonableness of estimates made by the company; and
- evaluated the overall presentation of the information subject to reasonable assurance.

Shivananda Shetty

Partner

KPMG Assurance and Consulting Services LLP

Date: 28 May 2024

Place: Mumbai

Annexure – 1

BRSR Core attributes

BRSR Indicator	Type of Assurance
P6 E1- Details of total energy consumption (in Joules or multiples)	Reasonable
P6 E1- Details of total energy intensity	Reasonable
P6 E3 - Provide details of water withdrawal by source	Reasonable
P6 E4 - Provide details of water discharged	Reasonable
P6 E3 - Provide details of water consumption	Reasonable
P6 E7 - Provide details of greenhouse gas emissions (Scope 1)	Reasonable
P6 E7 - Provide details of greenhouse gas emissions (Scope 2)	Reasonable
P6 E7 - Provide details of greenhouse gas emissions (Scope 1 and Scope 2) intensity	Reasonable
P6 E9 - Provide details related to waste generated by category of waste	Reasonable
P6 E9 - Provide details related to waste recovered through recycling, re-using or other recovery operations	Reasonable
P6 E9 - Provide details related to waste disposed by nature of disposal method	Reasonable
P3 E11- Details of safety related incidents including lost time injury frequency rate, recordable work-related injuries, no. of fatalities	Reasonable
P9 E7- Instances involving loss/breach of data of customers as a percentage of total data breaches or cyber security events	Reasonable
P5 E7- Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, including complaints reported, complaints as a % of female employees, and complaints upheld	Reasonable
P1 E9 - Concentration of purchases & sales done with trading houses, dealers, and related parties Loans and advances & investments with related parties	Reasonable
P1 E8 - Number of days of accounts payable	Reasonable
P8 E5 - Job creation in smaller towns	Reasonable
P3 E1c - Spending on measures towards well-being of employees and workers – cost incurred as a % of total revenue of the company	Reasonable
P5 E3b - Gross wages paid to females as % of wages paid	Reasonable
P8 E4 - Input material sourced from following sources as % of total purchases – Directly sourced from MSMEs/ small producers and from within India	Reasonable

Independent Auditor's Report

To the Members of Rallis India Limited

Report on the Audit of the Financial Statements Opinion

We have audited the financial statements of Rallis India Limited (the "Company") which comprise the balance sheet as at 31 March 2024, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matter(s)

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter 1

Revenue recognition (adjustment for sales return, rebates, discounts and incentives) (Refer note 3.15 and 43)

The key audit matter	How the matter was addressed in our audit
<p>As disclosed in Note 3.15 and 43 to the financial statements, revenue is measured based on transaction price, which is the consideration, after deduction of estimated sales returns, rebates, discounts and incentives.</p> <p>Estimation of sales returns involves significant judgement and estimates. The estimation is dependent on various internal and external factors. These factors include, for example, climatic conditions, the length of time when a sale is made and when the sales return takes place, some of which are beyond the control of the Company.</p>	<p>Our audit procedures included following:</p> <ul style="list-style-type: none"> Understanding the process followed by the Company to determine the amount of accrual of sales returns, rebates, discounts and incentives; Assessing the accounting policies of the Company regarding accounting for sales returns, rebates, discounts and incentives as against the criteria given in the accounting standards; Evaluating the design and implementation and testing of the operating effectiveness of the controls over accrual of sales returns, rebates, discounts and incentive policy / schemes and its disbursement;

The key audit matter	How the matter was addressed in our audit
<p>The recognition and measurement of rebates, discounts and incentives involves significant judgement and estimates, particularly the expected level of claims of each of the customers. Assumption of level of customer wise claims for rebates, discounts and incentives relates to estimating which of the Company's customers will ultimately be subject to a related rebate, discount and / or incentive.</p> <p>Evaluating the assumption of expected returns based on experience and level of customer wise claims for rebates, discounts and incentives underlying the estimate of accrual involves challenging auditor judgment. We identified the evaluation of accrual for sales returns, rebates, discounts and incentives as a key audit matter.</p>	<ul style="list-style-type: none"> Performing substantive testing by checking underlying inputs used for estimating sales return accruals. Performing substantive testing by selecting samples of rebates, discounts and incentives recorded during the year as well as period end rebates, discounts and incentives and matching the parameters used in the computation with the relevant source documents; Checking completeness of accrual of sales returns, rebates, discounts and incentives by ensuring completeness of the data inputs used by the Company for accrual of sales returns, rebates, discounts and incentives; Examining historical accrual of sales returns, rebates, discounts and incentives together with our understanding of current year developments to form an expectation of the accruals as at year end and comparing this expectation against the actual sales return and disbursements of rebates, discounts and incentives, completing further inquiries and obtaining underlying documentation, on a sample basis, as appropriate. Further, we also performed retrospective review to evaluate the precision with which management makes estimates.

Key audit matter 2

Impairment testing of Other intangible assets and Intangible assets under development (Refer note 3.7, 3.13 and 6(b))

The key audit matter	How the matter was addressed in our audit
<p>The carrying amount of the Other intangible assets and Intangible assets under development represents 2.17% of the Company's total assets.</p> <p>Other intangible assets and Intangible assets under development</p> <p>As disclosed in Note 3.7, 3.13 and 6(b) to the financial statements, the Company capitalizes costs incurred to apply for product registrations and cost incurred for developing hybrid seeds once technical feasibility is established.</p> <p>Impairment assessment is done for each product based on value in use.</p> <p>Measurement of value of Other intangible assets involves significant judgments and estimates in the Company's annual impairment assessment. The significance and magnitude is in relation to the costs capitalised and likelihood of obtaining product registration/ developing new hybrid seeds. We identified the measurement of value of Other intangible assets as a key audit matter.</p>	<p>Our audit procedures in respect of impairment testing of Other intangible assets and Intangible assets under development included the following:</p> <ul style="list-style-type: none"> Obtaining an understanding of the Company's process of determining likelihood of obtaining product registration and technical feasibility of hybrid seeds under development, future benefits expected from each product registration and hybrid seeds including Intangibles under development using discounted future cash flows; Comparing the Company's assessment with the past trends; Assessing the discounted cash flow model; Evaluating the assumptions and methodologies used by the Company; and Evaluating adequacy of the Company's disclosures on key assumptions used for impairment testing of Other intangible assets and Intangible assets under development.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and auditor's report(s) thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern

basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that

may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2 A. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matter stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors during the month of April 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The Company has disclosed the impact of pending litigations as at 31 March 2024 on its financial position in its financial statements - Refer Note 39 to the financial statements.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- d (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 8 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 17.1(ii) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 52 to the financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General

Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

- f. Based on our examination which included test checks, except for the instances mentioned below, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software:
- The feature of recording audit trail (edit log) facility was not enabled for certain changes in the accounting software which can be performed by users having privileged access (debug).
 - The feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for the accounting software used for maintaining the books of accounts.

Further, where audit trail feature was enabled and operated throughout the year, we did not come across any instance of audit trail feature being tampered.

- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid/payable by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid/payable to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **BSR & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Place: Mumbai
Date: 22 April 2024

Tarun Kinger
Partner
Membership No.: 105003
ICAI UDIN:24105003BKFBNN2794

Annexure A to the Independent Auditor's Report

on the Financial Statements of Rallis India Limited for the year ended 31 March 2024

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified every year. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Gross carrying value (₹ in crores)	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate if in dispute
Building	0.03	Tata Fison Industries Limited	Yes	Since 1972	The agreement is in the name of Tata Fison Industries Limited (amalgamated with Rallis India Limited in 1972)
Leasehold Land	16.23	Gujarat Industrial Development Corporation	No	Since 2008	The plot has been allotted and is in the possession of the Company. The lease deed has not yet been executed by lessor.

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
- (iii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnership or any other parties during the year. The Company has made investments in other parties in respect of which the requisite information is provided in clause (b) as below to the extent applicable. The Company has not made any investments in companies, firms or limited liability partnership during the year. Accordingly, provisions of clauses 3(iii)(a) and 3(iii)(c) to 3(iii)(f) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made during the year are, prima facie, not prejudicial to the interest of the Company.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the investments made by the Company, in our opinion the provisions of Section 186 of the Act have been complied with.

- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, considering the principles of materiality outlined in Standards on Auditing, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or other statutory dues have been regularly deposited by the Company with the appropriate authorities. The Company does not have liability in respect of Cess.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, considering the principles of materiality outlined in Standards on Auditing, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues, Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or other statutory dues were in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount not deposited (₹ in crores)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Sales Tax and Value Added Tax	Tax, Interest and Penalty	4.89	2000-01, 2005-06 to 2010-11, 2012-13, 2013-14	Joint Commissioner/ Joint Commissioner (Appeals)	-
Sales Tax and Value Added Tax	Tax, Interest and Penalty	1.50	1996-97, 2006-07, 2007-08, 2009-10, 2010-11, 2012-13, 2014-15 to 2015-16	Additional Commissioner	-
Sales Tax and Value Added Tax	Tax, Interest and Penalty	1.44	1992-93, 1999-00, 2003-04, 2009-10, 2012-13, 2013-14, 2017-18	Deputy Commissioner	-
Sales Tax and Value Added Tax	Tax, Interest and Penalty	0.15	2003-04, 2014-15	Assistant Commissioner	-
Sales Tax and Value Added Tax	Tax, Interest and Penalty	0.93	1992-93, 2001-02, 2010-11, 2011-12, 2012-13	Tribunal	-
Sales Tax and Value Added Tax	Tax, Interest and Penalty	0.20	2002-03, 2012-13	Commercial Tax Officer	-
The Central Excise Act, 1994	Tax, Interest and Penalty	0.30	1999-00, 2001-02	Deputy Commissioner	-
The Central Excise Act, 1994	Tax, Interest and Penalty	0.01	1996-97, 1998-99	Customs, Excise and Service Tax Tribunal	-
The Finance Act, 1994	Tax, Interest and Penalty	0.07	2006-08, 2010-11	Assistant Commissioner	-
The Finance Act, 1994	Tax, Interest and Penalty	0.06	2010-11, 2013-14	Supintendent of Excise and Customs	-
The Finance Act, 1994	Tax, Interest and Penalty	28.69	2016-17	Customs, Excise and Service Tax Tribunal	-
The Finance Act, 1994	Tax, Interest and Penalty	0.10	2005-10	Joint Commissioner	-
Goods and Services Tax	Tax, Interest and Penalty	0.02	2017-18	Supintendent of Excise and Customs	-
Goods and Services Tax	Tax, Interest and Penalty	0.79	2017-18	Assistant Commissioner	-
Goods and Services Tax	Tax, Interest and Penalty	8.11	2017-22	Deputy Commissioner	-
Customs Act, 1962	Tax, Interest and Penalty	1.44	1999-00	Customs, Excise and Service Tax Tribunal	-
Customs Act, 1962	Tax, Interest and Penalty	6.56	2014-15	High Court	-
Customs Act, 1962	Tax, Interest and Penalty	0.08	2022-23	Commissioner of Customs	-
Customs Act, 1962	Tax, Interest and Penalty	0.29	2017-20	Additional Commissioner of customs	-
Income Tax Act, 1961	Income Tax	476.92	2012-13, 2013-14, 2016-17, 2017-18, 2018-19, 2021-22, 2022-23	Commissioner of Income Tax (Appeals)	-



- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2024. Accordingly, clause 3(ix)(e) is not applicable.
- (f) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2024. Accordingly, clause 3(ix)(f) is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) has more than one CIC as part of the Group. The Group has 5 CICs as part of the Group
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the

Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Tarun Kinger
Partner

Place: Mumbai
Date: 22 April 2024

Membership No.: 105003
ICAI UDIN:24105003BKFBNN2794

Annexure B to the Independent Auditor's Report

on the financial statements of Rallis India Limited for the year ended 31 March 2024

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Rallis India Limited ("the Company") as of 31 March 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that

we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance

regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial

controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Tarun Kinger

Partner

Membership No.: 105003

ICAI UDIN:24105003BKFBNN2794

Place: Mumbai

Date: 22 April 2024



Balance Sheet as at March 31, 2024

All amounts are in ₹ crore unless otherwise stated

	Notes	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
a) Property, plant and equipment	4(a) & 4(a)(i)	661.00	519.71
b) Capital work-in-progress	4(a) & 4(a)(ii)	19.08	179.40
c) Investment property	5	1.20	0.12
d) Right-of-use asset	4 (b)	126.94	30.46
e) Goodwill on amalgamation	6 (a)	195.82	195.82
f) Other intangible assets	6(b) & 6(b)(i)	22.55	11.76
g) Intangible assets under development	6(b) & 6(b)(ii)	42.48	57.32
h) Financial assets			
i) Investments	7	3.61	3.18
ii) Other financial assets	8	15.77	20.06
j) Non-current tax assets (net)	9.1	96.88	97.80
j) Other non-current assets	13	37.83	37.73
Total non-current assets		1,223.16	1,153.36
Current assets			
a) Inventories	10	807.91	792.89
b) Financial assets			
i) Investments	7	247.41	219.44
ii) Trade receivables	11 & 11.1	579.13	498.58
iii) Cash and cash equivalents	12.1	26.65	44.16
iv) Bank balances other than (iii) above	12.2	4.86	1.89
v) Other financial assets	8	6.11	5.51
c) Other current assets	13	105.63	77.83
d) Assets classified as held for sale	14	2.59	4.06
Total current assets		1,780.29	1,644.36
Total assets		3,003.45	2,797.72
EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	15 & 15.1	19.45	19.45
b) Other equity	16	1,810.04	1,710.61
Total equity		1,829.49	1,730.06
Liabilities			
Non-current liabilities			
a) Financial liabilities			
i) Borrowings	17.1	1.08	2.66
ii) Lease liabilities	17.2	111.84	21.00
b) Provisions	22	40.91	41.51
c) Deferred tax liabilities (Net)	19	0.57	12.29
d) Other non-current liabilities	23	1.24	1.40
Total non-current liabilities		155.64	78.86
Current liabilities			
a) Financial liabilities			
i) Borrowings	18	0.47	101.13
ii) Lease liabilities	17.2	20.31	11.91
iii) Trade payables	20		
- total outstanding dues of micro enterprises and small enterprises		11.57	17.48
- total outstanding dues of creditors other than micro enterprises and small enterprises		588.26	570.77
iv) Other financial liabilities	21	199.89	156.32
b) Other current liabilities	23	184.58	120.50
c) Provisions	22	11.42	7.43
d) Current tax liabilities (net)	9.1	1.82	3.26
Total current liabilities		1,018.32	988.80
Total liabilities		1,173.96	1,067.66
Total equity and liabilities		3,003.45	2,797.72
See accompanying notes to the financial statements	1 to 54		

As per our report of even date attached
For B S R & Co. LLP
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Tarun Kinger
Partner
Membership No. 105003
Mumbai, April 22, 2024

For and on behalf of the Board of Directors of Rallis India Limited

Gyanendra Shukla
(DIN: 02922133) *Managing Director & CEO*

Padmini Khare Kaicker
(DIN: 00296388) *Director*

R. Mukundan
(DIN: 00778253) *Director*

Subhra Gourisaria
(M. No. 062955) *Chief Financial Officer*

Srikant Nair
(M. No. A30208) *Company Secretary*

Mumbai, April 22, 2024

Statement of Profit and Loss for the year ended March 31, 2024

All amounts are in ₹ crore except for earning per equity share information

	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
I Revenue from operations	24	2,648.38	2,966.97
II Other income	25	15.60	12.71
III Total Income (I+II)		2,663.98	2,979.68
IV Expenses			
Cost of materials consumed	26	1,446.89	1,701.04
Purchases of stock-in-trade	27	201.00	157.72
Changes in inventories of finished goods, stock-in-trade and work-in-progress	28	(70.14)	84.57
Employee benefits expense	29	261.58	255.75
Finance costs	30	17.68	12.24
Depreciation and amortisation expenses	31	114.09	91.36
Other expenses	32	497.90	549.55
Total expenses (IV)		2,469.00	2,852.23
V Profit before exceptional items and tax (III - IV)		194.98	127.45
VI Exceptional items		0.68	0.62
VII Profit before tax (V+VI)		195.66	128.07
VIII Tax expense			
(1) Current tax	9.2	59.49	45.20
(2) Deferred tax (credit)	9.2	(11.70)	(9.07)
Total tax expense (VIII)		47.79	36.13
IX Profit for the year (VII-VIII)		147.87	91.94
X Other comprehensive income			
Item that will be reclassified to profit or loss:			
Cash Flow Hedge - Gain/(loss)		0.33	(0.33)
Income tax relating to items that will be reclassified to profit or loss		(0.09)	0.09
Item that will not be reclassified to profit or loss:			
a) Remeasurement of the employee defined benefit plans		(0.50)	0.05
b) Equity instruments through other comprehensive income		0.42	-
Income tax relating to items that will not be reclassified to profit or loss		0.02	(0.01)
Total other comprehensive income (net of taxes)		0.18	(0.20)
XI Total comprehensive income for the year (IX+X)		148.05	91.74
Earnings per equity share (of ₹ 1 each)			
(1) Basic (In ₹)	33	7.61	4.73
(2) Diluted (In ₹)		7.61	4.73
See accompanying notes to the financial statements	1 to 54		

As per our report of even date attached
For B S R & Co. LLP
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Tarun Kinger
Partner
Membership No. 105003
Mumbai, April 22, 2024

For and on behalf of the Board of Directors of Rallis India Limited

Gyanendra Shukla
(DIN: 02922133) *Managing Director & CEO*

Padmini Khare Kaicker
(DIN: 00296388) *Director*

R. Mukundan
(DIN: 00778253) *Director*

Subhra Gourisaria
(M. No. 062955) *Chief Financial Officer*

Srikant Nair
(M. No. A30208) *Company Secretary*

Mumbai, April 22, 2024



Statement of Changes in Equity for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

A. Equity Share Capital (refer note 15)

As at March 31, 2024

Balance as at April 1, 2023	Changes in Equity Share Capital due to prior period errors	Restated balance as at April 1, 2023	Changes in equity share capital during the current year	Balance as at March 31, 2024
19.45	-	-	-	19.45

As at March 31, 2023

Balance as at April 1, 2022	Changes in Equity Share Capital due to prior period errors	Restated balance as at April 1, 2022	Changes in equity share capital during the previous year	Balance as at March 31, 2023
19.45	-	-	-	19.45

B. Other equity (refer note 16)

Particulars	Other equity							Total other equity
	Reserves & Surplus					Other Comprehensive Income		
	Capital reserve	Securities premium reserve	Capital redemption reserve	General reserve	Retained earnings*	Effective portion of Cash Flow Hedges	Equity instrument through OCI	
Balance at 1 April 2023	12.43	172.96	81.52	176.50	1,267.42	(0.24)	0.02	1,710.61
Profit for the year	-	-	-	-	147.87	-	-	147.87
Other Comprehensive Income (net of taxes)	-	-	-	-	(0.38)	0.24	0.32	0.18
Total Comprehensive Income for the year ended March 31, 2024	-	-	-	-	147.49	0.24	0.32	148.05
Transactions with owners of the Company								
Payment of dividends	-	-	-	-	(48.62)	-	-	(48.62)
Balance at 31 March, 2024	12.43	172.96	81.52	176.50	1,366.29	-	0.34	1,810.04

Particulars	Other equity							Total other equity
	Reserves & Surplus					Other Comprehensive Income		
	Capital reserve	Securities premium reserve	Capital redemption reserve	General reserve	Retained earnings*	Effective portion of Cash Flow Hedges	Equity instrument through OCI	
Balance at 1 April 2022	12.43	172.96	81.52	176.50	1,233.78	-	0.02	1,677.21
Profit for the year	-	-	-	-	91.94	-	-	91.94
Other Comprehensive Income (net of taxes)	-	-	-	-	0.04	(0.24)	-	(0.20)
Total Comprehensive Income for the year ended March 31, 2023	-	-	-	-	91.98	(0.24)	-	91.74
Transactions with owners of the Company								
Payment of dividends	-	-	-	-	(58.34)	-	-	(58.34)
Balance at 31 March, 2023	12.43	172.96	81.52	176.50	1,267.42	(0.24)	0.02	1,710.61

*Includes balance of remeasurement of net loss/Profit on defined benefit plans of ₹ 0.24 crore (2023: ₹ 0.14 crore)

As per our report of even date attached
For B S R & Co. LLP
Chartered Accountants
Firm's Registration No. 101248W/W-100022

For and on behalf of the Board of Directors of Rallis India Limited

Gyanendra Shukla
(DIN: 02922133) *Managing Director & CEO*

Padmini Khare Kaicker
(DIN: 00296388) *Director*

R. Mukundan
(DIN: 00778253) *Director*

Subhra Gourisaria
(M. No. 062955) *Chief Financial Officer*

Srikant Nair
(M. No. A30208) *Company Secretary*

Mumbai, April 22, 2024

Tarun Kinger
Partner
Membership No. 105003
Mumbai, April 22, 2024

Statement of Cash Flows for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

	For the year ended March 31, 2024	For the year ended March 31, 2023
A CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before tax	195.66	128.07
Adjustments for:		
Finance costs	17.68	12.24
Depreciation and amortisation expense	114.09	91.36
Interest income	(0.58)	(2.58)
Dividend income	(0.41)	(0.07)
Fair valuation (gain) on investment in Mutual fund	(1.55)	(0.83)
Gain on redemption of current investments	(5.40)	(2.14)
Credit balances written back	(6.48)	(0.68)
Allowance for doubtful debts (net)	10.48	7.96
Tangible assets written off	0.95	0.73
Advances written off	-	0.63
Deposits written off	1.16	0.17
Impairment of Tangible assets	0.92	-
Impairment of Intangible assets and intangible assets under development	8.45	30.41
Provision for Directors pension liability (net)	0.25	1.13
Provision for supplemental pay	(0.30)	(0.50)
Provision for gratuity	1.40	0.53
Provision for compensated absences	1.54	1.86
Provision for Indirect Taxes	-	0.17
Mark-to-market loss on forward contract	0.22	0.65
Net unrealised foreign exchange loss	1.04	2.89
Provision for Impairment of intangible assets written back	-	(0.22)
(Gain) / loss on disposal of property, plant and equipment	(0.20)	0.16
Operating profit before working capital changes	338.92	271.94
Movements in working capital:		
(Increase) in trade receivables	(90.37)	(60.92)
(Increase)/ Decrease in inventories	(14.98)	145.14
Decrease in other financial assets	2.26	1.71
(Increase)/ Decrease in other assets	(31.56)	50.63
Increase / (Decrease) in trade payables	14.10	(167.67)
Increase in other financial liabilities	45.55	44.01
Increase / (Decrease) in other liabilities	65.25	(18.57)
CASH GENERATED FROM OPERATIONS	329.17	266.27
Income taxes paid (Net of refunds)	(60.10)	(49.45)
NET CASH FLOWS GENERATED FROM OPERATING ACTIVITIES (A)	269.07	216.82



Statement of Cash Flows for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

	For the year ended March 31, 2024	For the year ended March 31, 2023
B CASH FLOW FROM INVESTING ACTIVITIES:		
Interest received	0.33	3.75
Dividend received	0.41	0.07
Purchase of current investments	(896.78)	(1,114.16)
Proceeds from sale of current investments	875.76	1,106.42
Payments for purchase of property, plant and equipment (including adjustments on account of capital work-in-progress, capital creditors and capital advances)	(70.06)	(169.40)
Payments for intangible assets	(12.40)	(18.51)
Proceeds from disposal of property, plant and equipment	1.85	1.90
(Investments in)/proceeds from maturity of bank deposits	(1.38)	47.82
NET CASH FLOWS (USED IN) INVESTING ACTIVITIES (B)	(102.27)	(142.11)
C CASH FLOW FROM FINANCING ACTIVITIES:		
Repayment of long-term borrowings (including current maturities)	(1.35)	(3.99)
Proceeds from short-term borrowings	7.15	385.97
Repayment of short-term borrowings	(107.15)	(335.97)
Repayment of finance lease obligations	(24.95)	(19.30)
Dividend paid on equity shares	(48.52)	(58.41)
Interest paid	(9.39)	(9.41)
Bank balances in dividend account	(0.10)	0.07
NET CASH FLOWS (USED IN) FINANCING ACTIVITIES (C)	(184.31)	(41.04)
NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS (A) + (B) + (C)	(17.51)	33.67
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		
Cash in hand	0.02	0.02
Balances with banks in current account and deposit account	44.14	10.64
Bank overdrafts and cash credit facility (secured)*	-	(0.17)
CASH AND CASH EQUIVALENTS AS PER NOTE 12.1	44.16	10.49
NET CASH AND CASH EQUIVALENTS AS PER CASH FLOW STATEMENT	26.65	44.16
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		
Cash in hand	0.02	0.02
Balances with banks in current account and deposit account	26.63	44.14
Bank overdrafts and cash credit facility (secured)*	-	-
CASH AND CASH EQUIVALENTS AS PER NOTE 12.1	26.65	44.16

Statement of Cash Flows for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

Debt reconciliation statement in accordance with Ind AS 7

Particulars	As at April 1,2023	Cash flow changes		Non-cash flow changes		As at March 31,2024
		Receipts	Payments	Other Adjustment	Reclassification from non-current to current	
Long-term borrowing	2.66	-	(0.22)	(0.89)	(0.47)	1.08
Current maturities of long-term borrowing	1.13	-	(1.13)	-	0.47	0.47
Short-term borrowing	100.00	7.15	(107.15)	-	-	-
Total	103.79	7.15	(108.50)	(0.89)	-	1.55

Particulars	As at April 1,2022	Cash flow changes		Non-cash flow changes		As at March 31,2023
		Receipts	Payments	Other Adjustment	Reclassification from non-current to current	
Long-term borrowing	3.79	-	-	-	(1.13)	2.66
Current maturities of long-term borrowing	3.99	-	(3.99)	-	1.13	1.13
Short-term borrowing	50.00	385.97	(335.97)	-	-	100.00
Total	57.78	385.97	(339.96)	-	-	103.79

*Bank overdrafts and cash credit facility are part of cash management system of the Company. Hence, considered as part of cash and cash equivalents.

The Statement of Cash Flow has been prepared using the 'Indirect Method' set out in Ind AS 7 'Statement of Cash Flow'.

See accompanying notes to the financial statements

1 to 54

As per our report of even date attached
For B S R & Co. LLP
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Tarun Kinger
Partner
Membership No. 105003
Mumbai, April 22, 2024

For and on behalf of the Board of Directors of Rallis India Limited

Gyanendra Shukla Managing Director & CEO
(DIN: 02922133)

Padmini Khare Kaicker Director
(DIN: 00296388)

R. Mukundan Director
(DIN: 00778253)

Subhra Gourisaria Chief Financial Officer
(M. No. 062955)

Srikant Nair Company Secretary
(M. No. A30208)

Mumbai, April 22, 2024

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

1. Corporate Information

Rallis India Limited (the "Company") is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Company's shares are listed on National Stock Exchange and Bombay Stock Exchange. It has been engaged primarily in the business of manufacture and marketing of Agri Inputs. The Company has its manufacturing facilities in India and sells both in India and across the globe. The Company's registered office is at 23rd Floor, Vios Tower, New Cuffe Parade, off Eastern Freeway, Wadala, Mumbai 400037.

Tata Chemicals Limited ("Tata Chemicals") owns 55.04% % of the Company's equity share capital as at 31 March 2024.

The financial statements for the year ended 31 March, 2024 were approved by the Board of Directors and authorised for issue on 22 April, 2024.

2. Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

3. Material accounting policies

3.1 Statement of compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

3.2 Basis of preparation and measurement

These financial statements have been prepared by the Company as a going concern on the basis of relevant Ind AS that are effective. The financial statements have been prepared on the historical cost and on an accrual basis, except for certain financial instruments which are measured at fair values at the end of each reporting period. Historical cost is based on the fair value of the consideration given in exchange for goods and services. Net defined benefit (asset)/ liability is measured at fair value of plan assets less the present value of defined benefit obligation.

These financial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items in the balance sheet:

- derivative financial instruments are measured at fair value;
- financial assets are measured either at fair value or at amortised cost depending on the classification
- employee defined benefit assets/(liabilities) are recognised as the net total of the fair value of plan assets, adjusted for actuarial gains/(losses) and the present value of the defined benefit obligation;
- long-term borrowings are measured at amortised cost

Current/ Non-current classification

The Company classifies an asset as current asset when:

- it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;
- it holds the asset primarily for the purpose of trading;
- it expects to realise the asset within twelve months after the reporting period; or
- the asset is cash or a cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Liability is classified as current when

- It expects to settle the liability in its normal operating cycle;
- It holds the liability primarily for the purpose of trading;
- The liability is due to be settled within twelve months after the reporting period; or
- It does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification

All other liabilities are classified as non-current.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company's normal operating cycle is twelve months.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- **Level 1** - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- **Level 2** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- **Level 3** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

3.3 Functional and presentation currency

The financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest ₹ crore, unless otherwise indicated.

3.4 Foreign currency translation

On initial recognition, all foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Statement of Profit and Loss.

3.5 Property plant and equipment (PPE)

(a) Recognition and measurement

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

On adoption of Ind AS, the Company retained the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind ASs, measured as per the previous GAAP and used that as its deemed cost as permitted by Ind AS 101 'First-time Adoption of Indian Accounting Standards'.

PPE including capital work-in-progress are initially recognised at cost. The initial cost of PPE comprises its purchase price, including non-refundable duties and taxes net of any trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Subsequent to initial recognition, PPE are stated at cost less accumulated depreciation (other than freehold land, which are stated at cost) and impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in profit or loss. Fully depreciated assets still in use are retained in the financial statements.

(b) Depreciation

Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work in progress) less their residual values over the useful lives, using the straight-line method ("SLM"). Management believes based on a technical evaluation (which is based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.) that the useful lives of the assets reflect the periods over which these assets are expected to be used, which are as follows:

Type/Category of Asset	Useful Lives (in years)– as per Schedule II Companies Act, 2013	Useful Lives (in years)– as estimated by the Company
Buildings including factory buildings	3-60	2-60
General Plant and Machinery	8	1-36
Electrical Installations and Equipments	10	1-32
Furniture and Fixtures	10	2-28
Office Equipments	5	2-13
Vehicles	8	5-13
Computer and Data Processing Units	3-6	1-13
Laboratory Equipments	10	1-19
Leasehold improvements	NA	shorter of lease period or above estimated useful life

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

Useful lives are reviewed annually at reporting date and adjusted if appropriate. Based on internal technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions/ (disposals) is provided on pro rata basis i.e. from/ (upto) the date on which assets is ready for use/ (disposed of).

(c) Gain or Loss on Disposal

Any gain or loss on disposal of property, plant and equipment is recognised in the Statement of Profit and Loss.

3.6 Investment Property

(a) Recognition and Measurement

Flats in buildings held to earn rentals or for capital appreciation or both rather than for use in the production or supply of goods or services or for administrative purposes; or sale in the ordinary course of business is recognised as Investment Property

An investment property is measured initially at its cost. The cost of an investment property comprises its purchase price and any directly attributable expenditure. After initial recognition, the Company carries the investment property at the cost less accumulated depreciation and accumulated impairment, if any.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

Transfers to (or from) investment property are made only when there is a change in use. Transfers to / from investment property do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purposes.

The residual value and the useful life of an asset is reviewed at least at each financial year-end and, if expectations differ

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

from previous estimates, the change(s) is accounted for as a change in an accounting estimate in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors.

Investment property is derecognised either when it has been disposed of or when it is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on disposal of investment property (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss.

(b) Depreciation

As per paragraph 56 of Ind AS 40 - Investment Property, after initial recognition, the Company measures all of its investment property in accordance with Ind AS 16 – Property, Plant and Equipment requirements for cost model. The depreciable amount of an item of investment property is allocated on a systematic basis over its useful life. The Company provides depreciation on the straight line method. The Company believes that straight line method reflects the pattern in which the asset's future economic benefits are expected to be consumed by the Company. Based on internal technical evaluation, the management believes useful lives of the assets are appropriate. The depreciation method is reviewed at least at each financial year-end and, if there has been a significant change in the expected pattern of consumption of the future economic benefits embodied in the asset, the method is changed to reflect the changed pattern. Such a change is accounted for as a change in an accounting estimate in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors.

The depreciation charge for each period is recognised in the Statement of Profit and Loss.

The estimated useful lives for the current and comparative periods are as follows:

Type/Category of Asset	Useful Lives (in years)– as per Schedule II Companies Act, 2013	Useful Lives (in years)– as estimated by the Company
Buildings	60	60

(c) Fair Value

Fair value of investment property is based on a valuation by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued. The fair value of investment property is disclosed in Note 5.

(d) Gain or Loss on Disposal

Any gain or loss on disposal of an Investment Property is recognised in the Statement of Profit and Loss.

3.7 Other intangible assets

Other intangible assets are measured on initial recognition at cost and subsequently are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

On adoption of Ind AS, the Company retained the carrying value for all of its other intangible assets as recognised in the financial statements as at the date of transition to Ind ASs, measured as per the previous GAAP and used that as its deemed cost as permitted by Ind AS 101 'First-time Adoption of Indian Accounting Standards'.

Research and development:

Expenditure on research activities is recognised in profit or loss as incurred.

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Company intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

disposal. Gains or losses on derecognition are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/ (losses).

The Company amortises intangible assets with a finite useful life using the straight-line method over the following range of useful lives:

Type/Category of Asset	Useful Lives (in years)– as estimated by the Company
Product registrations	4
Technical Know how	3
Licenses and commercial rights	4
Computer software	3-9

The estimated useful life is reviewed annually by the management.

Company has process of identifying finite and infinite assets based on useful lives.

Goodwill

Goodwill arising on amalgamation of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the combination. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods. On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

3.8 Leases

As a lessee

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains,

a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified assets, the Company assesses whether: (i) the contact involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

As a lessee, the Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the fixed payments, including in-substance fixed payments;

The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

The lease liability is measured at amortised cost using the effective interest method.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

The Company has used number of practical expedients when applying Ind AS 116: - Short-term leases, leases of low-value assets and single discount rate.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term. The Company applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.

The Company's leases mainly comprise land and buildings and Plant and equipment. The Company leases land and buildings for warehouse facilities. The Company also has leases for equipment.

As a Lessor

When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

3.9 Non-current assets held for sale

Non-current assets and disposal group are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Company is committed to a sale plan involving disposal of an investment, the investment that will be disposed of is classified as held for sale when the criteria described above are met.

Non-current assets (and disposal group) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

3.10 Capital work-in-progress and intangible assets under development

Capital work-in-progress comprises of property, plant and equipment and intangible assets under development that are not ready for their intended use at the end of reporting period and are carried at cost comprising direct costs, related incidental expenses, other directly attributable costs and borrowing costs, less impairment losses if any.

3.11 Non-derivative financial instruments

Recognition and initial measurement

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets (unless it is a trade receivable without a significant financing component) and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Trade Receivables

A trade receivable without a significant financing component is initially measured at the transaction price (net of variable consideration) as the same are recorded after decreasing rebates as per para 51 of Ind AS 115.

Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

Classification and subsequent measurement

On initial recognition, a financial asset is classified as measured at:

- amortised cost;
- Fair value through other comprehensive income (FVOCI) – equity investment; or
- Financial assets at fair value through profit or loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

The Company has made an irrevocable election to present subsequent changes in the fair value of equity investments not held for trading in Other Comprehensive Income.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method.

Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognised by the Company are measured at the proceeds received net of direct issue cost.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in financial statements if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

3.12 Derivative financial instruments

In the ordinary course of business, the Company uses certain derivative financial instruments to reduce business risks which arise from its exposure to foreign exchange associated with imports and exports (cash flow hedges).

When the Company opts to undertake hedge accounting, the Company documents, at the inception of the hedging transaction, the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in Cash Flows or fair values of hedged items. The Company documents its undertaking various hedge transactions at the inception of each hedge relationship.

Derivatives are initially recognised at fair value on the date the derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated.

Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges, is recognised through OCI and as cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

from the inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in the Statement of Profit and Loss. Amounts accumulated in equity are reclassified to the Statement of Profit and Loss on settlement. When the hedged forecast transaction results in the recognition of a non-financial asset, the amounts accumulated in equity with respect to gain or loss relating to the effective portion of the spot component of forward contracts, both the deferred hedging gains and losses and the deferred aligned forward points are included within the initial cost of the asset. The deferred amounts are ultimately recognised in the Statement of Profit and Loss as the hedged item affects profit or loss.

When a hedging instrument expires, is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively and any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs.

When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately transferred to the Statement of Profit and Loss.

3.13 Impairment -

Financial assets (other than at fair value)

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables. Credit risk in relation to trade receivable is assessed at every reporting date.

PPE and intangibles assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the

value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of Profit and Loss.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised.

All Technological Knowhow project falling under Intangible Assets under Development for more than 5 years will be fully provided and written off.

3.14 Inventories

Inventories are measured at lower of cost (on weighted average basis) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all production or conversion costs and other costs incurred in bringing the goods to their present location and condition, including relevant taxes and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads.

In the case of raw materials and stock-in-trade, cost comprises of cost of purchase. In the case of work-in-progress and finished goods and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

For seeds, remnant/substandard stocks are not valued and are accounted as revenue in the year of sale of such stock. Cost associated with hybrid seed production in leased land for which produce is yet to be received will be accounted as work-in-progress.

Raw materials, components and other supplies held for use in the production of finished products are not written down

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

below cost except in cases when a decline in the price of materials indicates that the cost of the finished products shall exceed the net realisable value.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished goods.

The comparison of cost and net realisable value is made on an item-by-item basis.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

3.15 Revenue from contracts with customers

As per Ind AS 115 "Revenue from contracts with customers" - A contract with a customer exists only when the parties to the contract have approved it and are committed to perform their respective obligations, the Company can identify each party's rights regarding the distinct goods or services to be transferred ("performance obligations"), the Company can determine the transaction price for the goods or services to be transferred, the contract has commercial substance and it is probable that the Company will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. Revenues are recorded in the amount of consideration to which the Company expects to be entitled in exchange for performance obligations upon transfer of control to the customer and is measured at the amount of transaction price allocated to that performance obligation. The transaction price of goods sold and services rendered is net of estimated incentives, returns, rebates, sales tax and applicable trade discounts, allowances, Goods and Services Tax (GST) and amounts collected on behalf of third parties.

3.15.1 Sale of goods

Based on the contractual terms with the customers, revenue from sale of goods is recognised at the point in time when control is transferred to the customer either on dispatch of goods or goods accepted by the customers at their premises.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances,

price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract.

For contracts that permit the customer to return an item, revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

Therefore, the amount of revenue recognised is adjusted for expected returns. In these circumstances, a refund liability and a right to recover returned goods asset are recognised.

The Company reviews its estimate of expected returns at each reporting date

The right to recover returned goods asset is measured at the former carrying amount of the inventory. The refund liability is included in other current liabilities and the right to recover returned goods is included in current assets.

3.15.2 Interest Income

Interest income from financial assets is recognised when it is probable that economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

3.15.3 Dividend

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

the economic benefits will flow to the Company and the amount of income can be measured reliably).

3.15.4 Insurance claims

Insurance claims are accounted for on the basis of claims admitted and to the extent that there is no uncertainty in receiving the claims.

3.15.5 Contract balances

Contract assets

A Contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

3.16 Government Grants

Government grants and subsidies are recognized when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants / subsidy will be received. Other government grants related to assets, including non-monetary grants, are initially recognised as deferred income at fair value if there is reasonable assurance that they will be received, and the Company will comply with the conditions associated with the grant. Grants related to the acquisition of assets are recognised in profit or loss as other income on a systematic basis over the useful life of the asset. Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

Other government grants and subsidies are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis.

3.17 Employee benefit expenses

Employee benefits consist of contribution to provident fund, superannuation fund, gratuity fund, compensated absences, supplemental pay and director pension liability.

3.17.1 Post-employment benefit plans

Defined Contribution plans

A defined contribution plan is a post-employment benefit plan where the Company's legal or constructive obligation is limited to the amount that it contributes to a separate legal entity. Payments to defined contribution retirement benefit scheme for eligible employees in the form of superannuation fund are expensed as an employee benefits expense in the statement of profit and loss in period in which the related service is provided by the employee. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made.

Defined benefit plans

The Company operates various defined benefit plans- gratuity fund, supplemental pay and ex-director pension liability.

The Company also makes contribution towards provident fund, in substance a defined contribution retirement benefit plan. The provident fund is administered by the Trustees of the Rallis India Limited Provident Fund. The rules of the Company's provident fund administered by the Trust, require that if the Board of Trustees are unable to pay interest at the rate declared by the Employees' Provident Fund by the Government under para 60 of the Employees' Provident Fund Scheme, 1952 for the reason that the return on investment is less or for any other reason, then the deficiency shall be made good by the Company. Having regard to the assets of the fund and the return on the investments, the Company does not expect any deficiency as at the year end.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

The liability or asset recognised in the balance sheet in respect of its defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate determined by reference to market yields at the end of the reporting period on government bonds. This rate is applied on the net defined benefit liability (asset), both as determined at the start of the annual reporting period, taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

The present value of the said obligation is determined by discounting the estimated future cash outflows, using market yields of government bonds that have tenure approximating the tenures of the related liability.

The interest income / (expense) are calculated by applying the discount rate to the net defined benefit liability or asset. The net interest income / (expense) on the net defined benefit liability or asset is recognised in the Statement of Profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

3.17.2 Other long term employee benefit

Accumulated absences expected to be carried forward beyond twelve months is treated as long-term employee benefit for measurement purposes. The Company's net obligation in respect of other long-term employee benefit of accumulating compensated absences is the amount of future benefit that employees have accumulated at the end of the year. That benefit is discounted to determine its present value. The obligation is measured annually by a qualified actuary using the projected unit credit method. Remeasurements are recognised in profit or loss in the period in which they arise.

The obligations are presented as current liabilities in the balance sheet if the Company does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

3.17.3 Short term employee benefit

Compensated absences which accrue to employees and which can be carried to future periods but are expected to be encashed or availed in twelve months immediately following the year end are reported as expenses during the year in which the employees perform the services that the benefit covers and the liabilities are reported at the undiscounted amount of the benefits after deducting amounts already paid.

Where there are restrictions on avilment of encashment of such accrued benefit or where the avilment or encashment is otherwise not expected

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

to wholly occur in the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method.

3.18 Borrowing cost

Borrowing costs are interest and ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs are recognised in the Statement of Profit and Loss within Finance costs of the period in which they are incurred.

3.19 Segment reporting

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Company's chief operating decision maker is the Managing Director & CEO of the Company.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on a reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

3.20 Income tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in the Statement of Profit and Loss, except when they relate to a business combination, or items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

As per the Company's assessment, there are no material income tax uncertainties over income tax treatments.

Current tax

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax

Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Temporary differences in relation to a right-of-use asset and a lease liability for a specific lease are regarded as a net package (the lease) for the purpose of recognising deferred tax.

Deferred tax assets are recognised only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of a deferred tax asset shall be reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

3.21 Accounting of Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised, when there is a present legal or constructive obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. Where the effect is material, the provision is discounted to net present value using an appropriate current market-based pre-tax discount rate and the unwinding of the discount is included in finance costs.

Contingent liabilities are recognised only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date

Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable.

3.22 Dividend to Equity shareholders

Dividend to equity shareholders is recognised as a liability and deducted from Shareholders' Equity, in the period in which the dividends are approved by the equity shareholders in the general meeting.

3.23 Earnings per share (EPS)

Basic earnings per share

Basic earnings per share are calculated by dividing the profit (or loss) attributable to the owners of the Group by the weighted average number of equity shares outstanding during the year. The weighted average number of equity

shares outstanding during the year is adjusted for bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share

Diluted earnings per share is computed by dividing the profit (considered in determination of basic earnings per share) after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share adjusted for the weighted average number of equity shares that would have been issued upon conversion of all dilutive potential equity shares.

3 A. Critical accounting judgments and key sources of estimation uncertainty

The preparation of the financial statements in conformity with the Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates under different assumptions and conditions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(i) Critical Judgments

In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognised in the financial statements:

Discount rate used to determine the carrying amount of the Company's employee defined benefit obligation

In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

Contingences and commitments

In the normal course of business, contingent liabilities may arise from litigations and other claims against the Company. Where the potential liabilities have a low probability of crystallising or are very difficult to quantify reliably, we treat them as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings, we do not expect them to have a materially adverse impact on our financial position or profitability.

(ii) Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Useful lives of property, plant and equipment

As described in Note 3.5, the Company reviews the estimated useful lives and residual values of property, plant and equipment at the end of each reporting period. During the current financial year, the management has reassessed the useful lives of certain property, plant and equipment and the impact of the change is not material for the year. There were no changes in residual values of the property, plant and equipment.

Allowances for doubtful debts

The Company makes allowances for doubtful debts based on an assessment of the recoverability of trade and other receivables. The identification of doubtful debts requires use of judgments and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debts expenses in the period in which such estimate has been changed.

Allowances for inventories

Management reviews the inventory age listing on a periodic basis. This review involves comparison of the carrying value of the aged inventory items with the respective net realizable value. The purpose is to ascertain whether an allowance is required to be made in the financial statements for any obsolete and slow-moving items. Management is satisfied

that adequate allowance for obsolete and slow-moving inventories has been made in the financial statements.

Liability for sales return

In making judgment for liability for sales return, the management considered the detailed criteria for the recognition of revenue from the sale of goods set out in Ind AS 115 and in particular, whether the Company had transferred to the buyer the significant risk and rewards of ownership of the goods. Following the detailed quantification of the Company's liability towards sales return, the management is satisfied that significant risk and rewards have been transferred and that recognition of the revenue in the current year is appropriate, in conjunction with the recognition of an appropriate liability for sales return.

Accruals for estimated product returns, which are based on historical experience of actual sales returns and adjustment on account of current market scenario is considered by Company to be reliable estimate of future sales returns.

Employee benefit obligations

Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments. These include the estimation of the appropriate discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, the employee benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Provisions and contingencies

From time to time, the Company is subject to legal proceedings, the ultimate outcome of each being subject to uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount can be reasonably estimated. Significant judgement is required when evaluating the provision including, the probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances. Contingent liabilities are disclosed in the notes forming part of the financial statements. Contingent assets are not disclosed

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

in the financial statements unless an inflow of economic benefits is probable.

Deferred income tax assets and liabilities

Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

The amount of total deferred tax assets could change if management estimates of projected future taxable income or if tax regulations undergo a change.

Impairment of Financial assets (other than at fair value)

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and debt instruments carried at FVTOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. In respect of trade receivables the Company applies the simplified approach permitted by Ind AS 109 - Financial Instruments, which requires expected lifetime losses to be recognised upon initial recognition of the receivables. For all other financial assets, expected credit losses are measured at an amount equal to the 12-months expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

The Company reviews its carrying value of investment in subsidiaries and goodwill carried at cost (net of impairment, if any) annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in the statement of profit and loss.

Impairment of PPE, CWIP and intangible assets

The carrying values of assets / cash generating units ('CGU') at each balance sheet date are reviewed to determine whether there is any indication that an asset may be impaired. If any indication of such impairment exists, the recoverable amount of such assets / CGU is estimated and in case the carrying amount of these assets exceeds their recoverable amount, an impairment loss is recognised in the Statement of Profit and Loss. The recoverable amount is the higher of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. Assessment is also done at each balance sheet

date as to whether there is indication that an impairment loss recognised for an asset in prior accounting periods no longer exists or may have decreased, consequent to which such reversal of impairment loss is recognised in the Statement of Profit and Loss.

Impairment of Inventories

Inventories are valued at lower of cost (on weighted average basis) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition, including other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, taxes and duties. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

Goodwill impairment

The Company reviews goodwill carried at cost (net of impairment, if any).

Goodwill is tested for impairment on an annual basis and whenever there is an indication that the recoverable amount of a cash generating unit is less than its carrying amount based on a number of factors including operating results, business plans, future cash flows and economic conditions. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in the statement of profit and loss.

The recoverable amount of cash generating units is determined based on higher of value-in-use and fair value less cost to sell. The goodwill impairment test is performed at the level of the cash-generating unit or Company of cash-generating units which are benefitting from the synergies of the acquisition and which represent the lowest level at which goodwill is monitored for internal management purposes.

Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

4 (a): Property, plant and equipment (PPE) and capital work-in-progress (CWIP)

Particulars	As at March 31, 2024	As at March 31, 2023
Carrying amounts of:		
Freehold land	17.61	17.61
Leasehold land	18.73	18.31
Leasehold improvements	7.45	8.70
Buildings	226.72	150.76
Plant and equipment	383.23	317.47
Furniture and fixtures	4.57	4.12
Vehicles	1.03	0.57
Office equipments	1.66	2.17
	661.00	519.71
Capital work-in-progress* (refer note 4(a)(ii))	19.08	179.40
*₹ 230.89 crore has been capitalised and transferred to Property, plant and equipment during the year ended March 31, 2024 (March 31, 2023: ₹ 60.84 crore).		
	680.08	699.11



Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

4 (a)(i): Property, plant and equipment (continued)

Description	Gross block			Accumulated depreciation				Carrying amount			
	Balance as at April 1, 2023	Additions	Deductions/Reclassification	Reclassification from assets held for sale	Balance as at March 31, 2024	Charge for the year	Impairment loss for the year		Deductions/Reclassification	Reclassification from assets held for sale	Balance as at March 31, 2024
Freehold land	17.61	-	-	-	17.61	-	-	-	-	-	17.61
Leasehold land	22.44	0.66	-	-	23.10	0.24	-	-	-	4.37	18.73
Leasehold improvements	22.76	-	0.32	-	22.44	0.24	-	-	-	4.13	18.31
	11.24	0.19	-	-	11.43	1.44	-	-	-	3.98	7.45
	10.38	0.86	-	-	11.24	1.34	-	-	-	2.54	8.70
Buildings	215.25	93.29	5.57	0.06	303.03	16.27	0.78	5.27	0.04	76.31	226.72
	204.21	11.72	0.68	-	215.25	12.15	-	0.17	-	64.49	150.76
Plant and equipment	541.63	133.94	22.31	-	653.26	66.41	0.08	20.62	-	270.03	383.23
	511.60	46.60	16.57	-	541.63	53.33	-	14.09	-	224.16	317.47
Furniture and fixtures	8.24	1.41	0.53	-	9.12	0.90	0.06	0.53	-	4.55	4.57
	7.32	1.20	0.28	-	8.24	0.76	-	0.15	-	4.12	4.12
Vehicles	1.02	0.74	0.46	-	1.30	0.20	-	0.38	-	0.27	1.03
	1.02	0.00	-	-	1.02	0.17	-	-	-	0.45	0.57
Office equipments	6.01	0.66	0.59	-	6.08	1.09	0.00	0.51	-	4.42	1.66
	6.22	0.46	0.67	-	6.01	1.06	-	0.64	-	3.84	2.17
Total	823.44	230.89	29.46	0.06	1,024.93	86.55	0.92	27.31	0.04	363.93	661.00
	781.12	60.84	18.52	-	823.44	69.05	-	15.05	-	303.73	519.71

Footnotes:

- Cost of buildings includes cost of 10 shares (March 31, 2023 - 10 shares) of ₹ 50 each fully paid in respect of ownership flats in 2 (March 31, 2023- 2 flats) Co-operative Societies.
- Buildings include assets carried at ₹ 0.01 crore (March 31, 2023 ₹ 0.01 crore) where the conveyance in favor of the Company has not been completed.
- Plant and equipment includes general plant and machinery, electrical installations and equipments, laboratory equipments and computers and data processing units.
- Leasehold land include assets carried at ₹ 13.68 crore (as at March 31, 2023 ₹ 13.84 crore) for which the Company is in process of obtaining an extension for the fulfilment of pre-conditions of lease upon expiry of timeline.
- The Company has not capitalised any borrowing cost during the current year (March 31, 2023 - Nil).
- During the year, the Company has transferred 1 flat from assets held for sale to Property, plant and equipment having carrying value of ₹ 0.02 crore (refer note 14). Depreciation of ₹ 0.00 crore was charged on account of the same (refer note 31).
- The Company has recognised an impairment loss of ₹ 0.92 crore during the current year (March 31, 2023 - ₹ Nil) (refer note 32).
- The figures in italics are for the previous year.
- Also refer note 44 for Title Deeds of Immovable Properties not held in the name of the Company, under the head Plant, Property and Equipment.
- Amount shows 0.00 represents less than ₹ 0.01 crore.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

4 (a) (ii) Capital work-in-progress (CWIP) movement

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	179.40	55.73
Additions/Adjustments	70.57	184.51
Less: Capitalisation to PPE	230.89	60.84
Closing balance	19.08	179.40

4 (a) (iii): Capital work-in-progress (CWIP) ageing

(a) Ageing for capital work-in-progress balance as at March 31, 2024 is as follows:

Particulars	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	11.52	4.89	0.59	2.08	19.08

Ageing for capital work-in-progress balance as at March 31, 2023 is as follows:

Particulars	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	146.22	29.18	2.62	1.38	179.40

(b) Following table represents CWIP projects which have exceeded their original budgeted cost and/or expected time of completion:

As at March 31, 2024

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 4**	8.09	-	-	-	8.09
Project 5**	-	-	2.13	-	2.13
Other Projects*	6.86	-	-	1.13	7.99

As at March 31, 2023

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 3**	150.26	-	-	-	150.26
Other Projects*	24.40	-	-	3.19	27.59

* Other projects consists of projects which have been grouped together as the individual project value is less than 10% of the total amount of CWIP.

** Projects numbers are aligned over the period.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

4 (b): Right-of-use asset

Particulars	As at March 31, 2024	As at March 31, 2023
Carrying amounts of:		
Vehicles	0.12	0.18
Plant and equipment	104.32	0.55
Buildings	20.76	27.90
Leasehold land	1.68	1.71
Office Equipments	0.06	0.12
Total	126.94	30.46

Description	Gross block				Accumulated depreciation				Carrying amount	
	As at April 1, 2023	Additions	Deductions/ Reclassification	As at March 31, 2024	As at April 1, 2023	Charge for the year	Deductions/ Reclassification	IND AS 38 capitalization	As at March 31, 2024	As at March 31, 2024
Vehicles	2.48	0.15	2.20	0.43	2.30	0.21	2.20	-	0.31	0.12
	<i>10.15</i>	<i>1.07</i>	<i>8.74</i>	<i>2.48</i>	<i>8.65</i>	<i>1.76</i>	<i>8.11</i>	-	<i>2.30</i>	<i>0.18</i>
Plant and Equipment	1.65	111.50	1.53	111.62	1.10	7.27	1.07	-	7.30	104.32
	<i>1.68</i>	<i>0.13</i>	<i>0.16</i>	<i>1.65</i>	<i>1.05</i>	<i>0.21</i>	<i>0.16</i>	-	<i>1.10</i>	<i>0.55</i>
Buildings	47.19	5.45	6.06	46.58	19.29	11.03	4.50	-	25.82	20.76
	<i>45.28</i>	<i>23.02</i>	<i>21.11</i>	<i>47.19</i>	<i>17.42</i>	<i>13.44</i>	<i>11.57</i>	-	<i>19.29</i>	<i>27.90</i>
Leasehold land	4.04	0.92	0.96	4.00	2.33	0.82	0.83	-	2.32	1.68
	<i>5.16</i>	<i>1.42</i>	<i>2.54</i>	<i>4.04</i>	<i>2.71</i>	<i>0.87</i>	<i>1.29</i>	<i>0.04</i>	<i>2.33</i>	<i>1.71</i>
Office Equipments	0.18	-	-	0.18	0.06	0.06	-	-	0.12	0.06
	<i>-</i>	<i>0.18</i>	<i>-</i>	<i>0.18</i>	<i>-</i>	<i>0.06</i>	<i>-</i>	<i>-</i>	<i>0.06</i>	<i>0.12</i>
Total	55.54	118.02	10.75	162.81	25.08	19.39	8.60	-	35.87	126.94
	<i>62.27</i>	<i>25.82</i>	<i>32.55</i>	<i>55.54</i>	<i>29.83</i>	<i>16.34</i>	<i>21.13</i>	<i>0.04</i>	<i>25.08</i>	<i>30.46</i>

Footnotes:

- The aggregate depreciation expense on Right-of-use asset is included under depreciation and amortisation expense in the Statement of Profit and Loss Note 31.
- Refer note no. 35 "Leases" for Note on leases.
- The figures in italics are for the previous year.

5: Investment property

Particulars	As at March 31, 2024	As at March 31, 2023
Carrying amounts of:		
Buildings	1.20	0.12
Total	1.20	0.12

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

5: Investment property (continued)

Description	Gross block				Accumulated depreciation					Carrying amount	
	Balance as at April 1, 2023	Additions	Deductions	Transfer from Assets held for sale	Balance as at March 31, 2024	Balance as at April 1, 2023	Charge for the year	Deductions	Transfer from Assets held for sale	Balance as at March 31, 2024	Balance as at March 31, 2024
Buildings	0.15	-	-	1.81	1.96	0.03	0.15	-	0.58	0.76	1.20
	<i>0.15</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>0.15</i>	<i>0.03</i>	<i>0.00</i>	<i>-</i>	<i>-</i>	<i>0.03</i>	<i>0.12</i>
Total	0.15	-	-	1.81	1.96	0.03	0.15	-	0.58	0.76	1.20
	<i>0.15</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>0.15</i>	<i>0.03</i>	<i>0.00</i>	<i>-</i>	<i>-</i>	<i>0.03</i>	<i>0.12</i>

Footnotes:

- Buildings includes 6 flats (March 31, 2023 - 2 flats) which are classified as Investment Property by the Company in accordance with IND AS-40 "Investment Property".
- Cost of buildings includes cost of 2 shares (March 31, 2023- 2 shares) of ₹ 100 each fully paid in respect of ownership flats in 2 (March 31, 2023- 2 flats) Co-operative Societies.
- Rental income recognised by the Company during the year ended March 31, 2024 was ₹ 0.34 crore (March 31 2023: ₹ 0.14 crore) and was included in 'Other income' (refer note 25).
- The Company has not capitalised any borrowing cost during the current year (March 31, 2023 - Nil).
- Total fair value of Investment Property is ₹ 26.93 crore (March 31, 2023 ₹ 7.24 crore). Refer footnote (a) and (b).
- The Company has not recognised any impairment loss during the year (March 31, 2023 - Nil).
- During the year, the Company transferred 4 flats from Aseets held for sale to Investment property having carrying value of ₹ 1.23 crore. Depreciation of ₹ 0.14 crore was charged off on account of transfer from assets held for sale.
- The figures in italics are for the previous year.
- Amount shows 0.00 represent less than ₹ 0.01 crore.

(a) Fair Value Heirarchy

The fair value of investment property has been determined by external independent property valuers as defined under Rule(2) of Companies (Registered Valuers and Valuation) Rules 2017, having appropriate recognised professional qualification and recent experience in the location and category of the property being valued.

The fair value measurement for all of the investment property has been categorized as a level 3 fair value based on the inputs to the valuation techniques used.

(b) Description of Valuation Technique used:

The Company obtains Independent Valuations of its investment property as per requirement of Ind AS 40. The fair value of the investment property have been derived using the Direct Comparison Method. The direct comparison approach involves a comparison of the investment property to similar properties that have actually been sold in arms-length distance from investment property or are offered for sale in the same region. This approach demonstrates what buyers have historically been willing to pay (and sellers willing to accept) for similar properties in an open and competitive market, and is particularly useful in estimating the value of the land and properties that are typically traded on a unit basis. This approach leads to a reasonable estimation of the prevailing price. Given that the comparable instances are located in close proximity to the investment property; these instances have been assessed for their locational comparative advantages and disadvantages while arriving at the indicative price assessment for investment property.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

6 (a): Goodwill on amalgamation

Particulars	As at March 31, 2024	As at March 31, 2023
Carrying amount of:		
Goodwill on Amalgamation	195.82	195.82
	195.82	195.82

Goodwill includes amount of ₹ 165.22 crore (March 31, 2023 ₹ 165.22 crore) allocated to Seeds business of Rallis India Limited (earlier named as Metahelix Life Sciences Ltd). The recoverable amount of Cash Generating Unit "CGU" was based on its value in use determined by discounting the future cash flows using discount rate of 10.9% (March 31, 2023 12.2%) for the period of 5 years using a 4.00 % (March 31, 2023 2.00%) annual growth rate. The recoverable amount was determined to be higher than its carrying amount of CGU.

Goodwill of ₹ 30.60 crore (March 31, 2023 ₹ 30.60 crore) has been allocated to Geogreen business of Rallis India Limited (earlier named as Zero Waste Agro Organics Ltd). The recoverable amount of Cash Generating Unit "CGU" was based on its value in use determined by discounting the future cash flows using discount rate of 10.9% (March 31, 2023 12.2%) for the period of 5 years using a 5.00 % (March 31, 2023 5.00%) annual growth rate. The recoverable amount was determined to be higher than its carrying amount of CGU.

An analysis of the sensitivity of the computation to a combined change in key parameters (operating margin, discount rates and long term average growth rate), based on reasonably probable assumptions, did not identify any probable scenario in which the recoverable amount of the CGU would decrease below its carrying amount.

6 (b): Other Intangible assets

Particulars	As at March 31, 2024	As at March 31, 2023
Carrying amount of:		
Product registrations	11.34	5.03
Computer software	9.69	2.84
Technical Knowhow	2.86	4.63
Total	23.89	12.50
Less: Provision for Impairment for Technical Knowhow*	(1.34)	(0.74)
Total	22.55	11.76
Intangible assets under development (refer note 6 (b)(ii))	51.74	58.73
Less: Provision for Impairment of Intangible assets under development**	(9.26)	(1.41)
₹ 19.39 crore (March 31, 2023 ₹ 7.03 crore) has been capitalised and transferred to Other Intangible assets during the year ended March 31, 2024.		
	42.48	57.32

*Movement in provision for impairment of Technical Knowhow

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	(0.74)	(0.49)
Add: Provision made during the year [#]	(0.60)	(0.25)
Balance at the end of the year	(1.34)	(0.74)

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

**Movement in provision for impairment of intangible assets under development

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	(1.41)	(6.90)
Add: Provision made during the year [#]	(9.23)	(30.16)
Less: Write off during the year [#]	-	35.65
Add: Write back during the year [#]	1.38	-
Balance at the end of the year	(9.26)	(1.41)

Also refer note 32: Other Expenses

6(b)(i): Other intangible assets (continued)

Description	Gross block				Accumulated amortisation				Carrying amount	
	Balance as at April 1, 2023	Additions	Deductions	Balance as at March 31, 2024	Balance as at April 1, 2023	Charge for the year	Impairment loss recognised in profit and loss	Deductions	Balance as at March 31, 2024	Balance as at March 31, 2024
Product registrations	19.58	9.88	-	29.46	14.55	3.57	-	-	18.12	11.34
	16.12	3.46	-	19.58	12.25	2.30	-	-	14.55	5.03
Licences and commercial rights	6.10	-	-	6.10	6.10	-	-	-	6.10	-
	6.10	-	-	6.10	6.10	-	-	-	6.10	-
Computer software	5.67	8.13	-	13.80	2.83	1.28	-	-	4.11	9.69
	5.67	0.00	-	5.67	2.35	0.48	-	-	2.83	2.84
Technical Knowhow	33.70	1.38	-	35.08	29.81	3.15	0.60	-	33.56	1.52
	30.13	3.57	-	33.70	25.88	3.19	0.74	-	29.81	3.89
Total	65.05	19.39	-	84.44	53.29	8.00	0.60	-	61.89	22.55
	58.02	7.03	-	65.05	46.58	5.97	0.74	-	53.29	11.76

Footnotes:

- The Company has not capitalised any borrowing cost during the current year (March 31, 2023- Nil).
- The Company has recognised impairment loss during the current year ₹ Nil (March 31, 2023 - Nil).
- The Company has internally developed Seed development technology for producing hybrid seeds, which is Technical Knowhow. The Carrying amount of Seed development technology of ₹ 2.86 crore (March 31, 2023 ₹ 4.63 crore) will be fully amortized in next 3 years.
- The figures in italics are for the previous year.
- Amount shows 0.00 represent less than ₹ 0.01 crore.

6 (b)(ii): Intangible assets under development (IAUD) Movement

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	57.32	74.33
Additions / adjustments	13.78	20.17
Less: Capitalisation to Intangible Assets	19.39	7.03
Less: Provision for IAUD during the year	9.23	1.41
Less: IAUD written off during the year	-	28.74
Closing balance	42.48	57.32

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

6 (b)(iii): Intangible assets under development

(a) Ageing for intangible asset under development balance as at March 31, 2024 is as follows:

Particulars	Amount in Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	9.63	7.95	9.05	25.11	51.74
Less: Provision for impairment	(2.65)	(1.05)	(0.92)	(4.64)	(9.26)
Project in progress	6.98	6.90	8.13	20.47	42.48

Note

During the year ended March 31, 2024, the company reviewed the carrying value of individual Intangible Assets under Development (IAUD) and determined their future economic benefits in accordance with IND AS 36 "Impairment of Assets" and the company's Accounting Policy. As a result of which the Company has determined that the carrying value of technical know-how related to seed development technology and product registration for some of the IAUDs was impaired. The impairment was primarily driven by changes in market conditions and significant changes in market segmental requirements. As a result of the impairment, the Company has recognized an expense of ₹ 9.23 crore and ₹ 30.16 crore for the year ended March 31, 2024 and March 31, 2023 respectively.

(a) Ageing for intangible asset under development balance as at March 31, 2023 is as follows:

Particulars	Amount in Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	15.64	12.54	15.46	15.09	58.73
Less: Provision for impairment	(0.04)	(0.14)	(0.19)	(1.04)	(1.41)
Project in progress	15.60	12.40	15.27	14.05	57.32

(b) Following table represents intangible asset under development projects which have exceeded their original budgeted cost

As at March 31, 2024

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Other Projects*	-	-	0.19	-	0.19

As at March 31, 2023

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Other Projects*	1.26	0.19	-	-	1.45

Footnote

Technical Knowhow project plans are assessed on annual basis and all the projects are executed as per rolling annual plan.

* Other projects consists of projects which have been grouped together as the individual project value is less than 10% of the total amount of intangible asset under development.

Also refer Note 32: Other Expenses

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

7: Investments

Particulars	Nominal value (in ₹)	No. of shares	As at March 31, 2024	No. of shares	As at March 31, 2023
Non-current					
Quoted equity instruments (all fully paid)					
A) Investments carried at fair value through other comprehensive income (FVTOCI)					
Spartek Ceramics India Ltd.#	10	7,226	-	7,226	-
Nagarjuna Finance Ltd.#	10	400	-	400	-
Pharmaceuticals Products of India Limited#	10	10,000	-	10,000	-
Balasure Alloys Ltd.#	5	504	-	504	-
J.K.Cement Ltd.	10	44	0.02	44	0.01
Total aggregate quoted investments		A	0.02	A	0.01
Unquoted equity instruments (all fully paid)					
B) Investments carried at fair value through other comprehensive income (FVTOCI)					
Gk Chemicals and Fertilizers Limited (formerly known as Aich Aar Chemicals Pvt. Ltd.)#	10	124,002	-	124,002	-
Biotech Consortium India Ltd.	10	50,000	0.05	50,000	0.05
Indian Potash Ltd.	10	108,000	0.02	108,000	0.02
Bharuch Enviro Infrastructure Ltd.	10	36,750	0.04	36,750	0.04
Narmada Clean Tech Ltd. (formerly known as Bharuch Eco-Aqua Infrastructure Ltd.)	10	300,364	0.30	300,364	0.30
Cuddalore SIPCOT Industries Common Utilities Ltd.#	100	113	-	113	-
Patancheru Enviro-Tech Ltd.	10	10,822	0.01	10,822	0.01
Impetis Biosciences Ltd	10	463,271	3.17	463,271	2.75
Amba Trading & Manufacturing Company Private Ltd #	10	130,000	-	130,000	-
Associated Inds. (Assam) Ltd.#	10	30,000	-	30,000	-
Uniscans & Sonics Ltd.#	10	96	-	96	-
Caps Rallis (Private) Ltd. (Nominal value of Zim. \$ 2 each) #		2,100,000	-	2,100,000	-
Total aggregate unquoted investments		B	3.59	B	3.17
Total non-current investments		(A+B)	3.61	(A+B)	3.18

Footnote:

Amount is less than ₹ 0.01 crore.

Particulars		As at March 31, 2024		As at March 31, 2023
Current				
C) Investment in mutual funds - unquoted				
Investments carried at fair value through profit and loss (FVTPL)				
Investment in mutual funds		247.41		219.44
Total current investments	C	247.41	C	219.44
Aggregate book value of quoted investments		0.02		0.01
Aggregate market value of quoted investments		0.02		0.01
Aggregate carrying value of unquoted investments	(B+C)	251.00	(B+C)	222.61
Aggregate amount of impairment in value of investments.		-		-

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

8: Other financial assets (Refer Note 1)

(Unsecured, considered good, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Non-current		
In other deposit accounts - original maturity more than 12 months	3.64	5.14
Interest accrued on fixed deposits with bank	0.28	0.34
Security deposits	11.85	14.58
Total	15.77	20.06
(ii) Current		
a) Unbilled revenue	0.53	0.34
b) Advances/deposits considered doubtful of recovery	39.49	39.49
Less: Provision for doubtful loans and advances	(39.49)	(39.49)
c) Interest accrued on fixed deposits with bank	0.35	0.04
d) Derivative assets: Forward exchange contracts for hedging	0.09	0.27
e) Others (Facilitation fees and solar power income receivable)	5.14	4.86
Total	6.11	5.51

Note 1:

- (a) There is no amount due from director, other officer of the Company or firms in which any director is a partner or private companies in which any director is a director or member at anytime during the reporting period.
- (b) The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

9: Income Taxes

Particulars	As at March 31, 2024	As at March 31, 2023
9.1: Income-tax assets and liabilities		
Income-tax assets		
Advance tax (Net of provisions for tax ₹ 533.42 crore (March 31, 2023 ₹ 488.33 crore))	96.88	97.80
	96.88	97.80
Income-tax liabilities		
Provision for current tax (Net of advance tax ₹ 315.20 crore (March 31, 2023 ₹ 300.62 crore))	1.82	3.26
	1.82	3.26

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
9.2: Income tax recognised in profit or loss		
Current tax:		
Current income tax charge	59.49	45.20
Total (A)	59.49	45.20
Deferred tax:		
In respect of current year	(11.70)	(9.07)
Adjustments in respect of prior years	-	-
Total (B)	(11.70)	(9.07)
Income tax expense recognised in the Statement of Profit and Loss (A+B)	47.79	36.13
Income tax recognised in Other Comprehensive Income		
Income tax expenses on remeasurements of employee defined benefit plans	(0.15)	0.01
Deferred tax charge on remeasurements of employee defined benefit plans	0.03	-
Income tax expenses on Cash Flow Hedge - gain/(loss)	0.11	(0.11)
Deferred tax credit on Cash Flow Hedge - gain/(loss)	(0.02)	0.02
Income tax expenses on Equity instruments through Other Comprehensive Income	0.13	-
Deferred tax credit on Equity instruments through Other Comprehensive Income	(0.03)	-
Total tax expense recognised in Other Comprehensive Income	0.07	(0.08)

Reconciliation of the tax expense and the accounting profit for the year is as follows:-

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit before tax	195.66	128.07
Income tax expense calculated @25.17% (PY @ 25.17%)	49.25	32.24
Effect of income that is exempt from taxation	-	(0.17)
Effect of expenses that are not deductible in determining taxable profit	1.31	1.31
Effect of concessions (research & developments and others allowances)	(0.93)	(3.75)
Effect of Intangible asset write off	-	8.92
Effect of provision for impairment of Intangible asset	2.13	-
Effect of impairment of Tangible assets	0.32	-
Effect of gratuity and LTA	-	0.32
Effect of Provision for doubtful debts	-	0.12
Effect of ICDS	0.02	0.65
Effect of lower tax rates for the long term capital gain	(0.09)	0.19
Others	(4.22)	(3.70)
	47.79	36.13
Income tax expense recognised in the Statement of Profit and Loss	47.79	36.13

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

9.3: Other comprehensive income (OCI) and income tax recognised in OCI

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Cash Flow Hedges		
Before tax amount	0.33	(0.33)
Tax benefit / (expense)	(0.09)	0.09
Net of tax (A)	0.24	(0.24)
Remeasurement of employee defined benefit liability/(asset)		
Before tax amount	(0.50)	0.05
Tax benefit / (expense)	0.12	(0.01)
Net of tax (B)	(0.38)	0.04
Fair value of equity instruments through other comprehensive income	0.42	-
Tax (expense) benefit	(0.10)	-
Net of tax (C)	0.32	-
Total other comprehensive income (net of taxes) (A+B+C)	0.18	(0.20)

10: Inventories (at lower of cost and net realisable value)

Particulars	As at March 31, 2024	As at March 31, 2023
a. Raw materials (Including goods-in-transit of ₹ 17.80 crore; (March 31, 2023 ₹ 36.53 crore))	192.70	230.80
b. Work-in-progress (including intermediate goods)	25.95	29.00
c. Finished goods	491.92	486.72
d. Stock in trade (in respect of goods acquired for trading)	55.67	16.33
e. Stores and spares	20.19	11.17
f. Packing materials	21.48	18.87
Total	807.91	792.89

Footnotes:

- (i) The cost of inventories recognised as an expense during the year was ₹ 1,606.40 crore (March 31, 2023 ₹ 1,940.01 crore).
- (ii) The cost of inventories recognised as an expense includes ₹ 4.43 crore (March 31, 2023 ₹ 56.99 crore) in respect of adjustment of inventories to net realisable value/slow moving, and has been reduced by ₹ 11.52 crore (March 31, 2023 ₹ 1.22 crore) in respect of reversal of such write-downs. In previous year, out of the total expense of ₹ 56.99 crore, the company has recognised ₹ 52.81 crore as provision for slow-moving seeds inventory arising due to re-assessment of future sales potential and changing market conditions.
- (iii) The mode of valuation of inventories has been stated in note 3.14
- (iv) The secured bank overdrafts and cash credit facilities are covered by first paripassu charge on inventories (including raw material, finished goods and work-in-progress) and trade receivables (refer note 11 and 18).

11: Trade receivables

Particulars	As at March 31, 2024	As at March 31, 2023
Current		
Secured, considered good	9.61	9.26
Unsecured, considered good	569.52	489.32
Credit impaired	47.53	37.17
Loss allowance	(47.53)	(37.17)
Total	579.13	498.58

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

Footnotes:

- (i) The credit period ranges from 60 days to 180 days.
- (ii) Before accepting any new customer, the Company assesses the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed periodically. Of the trade receivable balance as at March 31, 2024, Customers with outstanding receivables greater than 5% amount to ₹ Nil (as at March 31, 2023 ₹ Nil).
- (iii) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.
- (iv) Movement in the expected credit loss allowance

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	37.17	29.21
Less: Provision written back and bad debts written off during the year	0.12	4.30
Add: Provision made during the year	10.48	12.26
Balance at the end of the year	47.53	37.17

- (v) The secured bank overdrafts and cash credit facilities are covered by first paripassu charge on inventories (including raw material, finished goods and work-in-progress) and trade receivables (refer note 10 and 18).

11.1: Trade receivables

Ageing for Trade Receivables outstanding as at March 31, 2024 is as follows:

Particulars	Unbilled Receivable	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	391.91	177.72	7.25	2.06	0.00	0.19	579.13
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	0.71	4.21	0.76	3.30	0.03	17.11	26.12
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	0.14	0.67	2.77	2.68	15.15	21.41
Less: Loss Allowance	-	(0.71)	(4.35)	(1.43)	(6.07)	(2.71)	(32.26)	(47.53)
Total	-	391.91	177.72	7.25	2.06	0.00	0.19	579.13

Amount shows 0.00 represents less than ₹ 0.01 crore.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

Ageing for Trade Receivables outstanding as at March 31, 2023 is as follows:

Particulars	Unbilled Receivable	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	355.29	130.75	12.54	-	-	-	498.58
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	0.01	1.93	3.40	1.41	0.74	12.25	19.74
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	0.08	0.01	0.99	1.91	3.80	10.64	17.43
Less: Loss Allowance	-	(0.09)	(1.94)	(4.39)	(3.32)	(4.54)	(22.89)	(37.17)
Total	-	355.29	130.75	12.54	-	-	-	498.58

The provision disclosed in the above tables made based on expected credit loss method and specific identification method.

12: Cash and bank balances

Particulars	As at March 31, 2024	As at March 31, 2023
12.1: Cash and cash equivalents		
a. Balances with banks in current accounts	15.63	9.14
b. Cash on hand	0.02	0.02
c. Term deposits with original maturity of less than 3 months	11.00	35.00
Total cash and cash equivalents as per Balance Sheet	26.65	44.16
Bank overdrafts and cash credit facility (secured)	-	-
Total cash and cash equivalents as per Statement of Cash Flows	26.65	44.16
12.2: Other bank balances		
a. In other deposit accounts - original maturity more than 3 months and less than 12 months	0.09	0.09
b. In earmarked accounts:		
i. Balances held for unpaid / unclaimed dividend accounts	1.33	1.23
ii. Bank deposits as margin money against bank guarantees - original maturity more than 3 months and less than 12 months	3.44	0.57
Total other bank balances	4.86	1.89

Footnote:

The Company has not entered into non cash investing and financing activities.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

13: Other assets

(Unsecured, considered good)

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current		
Capital advances	1.36	3.86
Deposit with public bodies	4.77	3.02
Claims receivable from public bodies	7.08	4.42
Prepaid lease rental	23.74	25.31
Prepaid expenses	0.88	1.12
Total	37.83	37.73
Current		
Statutory dues receivable from government authorities		
Goods and Services Tax receivable	5.08	7.38
Custom duty	-	0.36
Export benefit receivable	0.56	0.80
Inventory recoverable	66.95	37.96
Advances to suppliers	16.25	14.43
Advances to employees	1.07	0.73
Others (Receivable from Govt and gas distribution company etc.)	10.78	10.23
Prepaid lease rental	1.24	1.24
Prepaid expenses	3.70	4.70
Total	105.63	77.83

Footnote:

Loans to employees includes ₹ Nil (2023: ₹ Nil) due from officer of the Company. Maximum balance outstanding during the year is ₹ Nil (2023: ₹ Nil).

14: Assets classified as held for sale

Particulars	As at March 31, 2024	As at March 31, 2023
Freehold land	2.37	2.37
Buildings	0.22	1.69
Total	2.59	4.06

Footnote:

- The Company intends to dispose of 2 freehold lands and 1 building which it no longer utilises in the next 12 months. Additionally, during the year, the Company has sold a flat with carrying value of ₹ 0.08 crore. The Company is currently in negotiation with some potential buyers. Neither impairment loss was recognised when reclassification of the assets as held for sale was done nor as at reporting date as the management of the Company expect that the fair value (estimated based on the recent market prices of similar assets in similar locations) less costs to sell is higher than the carrying amount except as disclosed in below footnote note (iii).
- During the year, the Company has transferred 4 flats having carrying value of ₹ 1.23 crore to investment property and 1 flat having carrying value of ₹ 0.02 crore to Property, plant and equipment from Assets held for sale as the Company was unable to make the sale at the expected price to potential buyers.
- During the year, the Company has charged off an asset under the head "Buildings", having carrying value of ₹ 0.12 crore of which ₹ 0.10 crore (March 31, 2023 - ₹ Nil) has been charged as impairment of tangible asset (Refer note 32) and ₹ 0.02 crore is included under depreciation (Refer note 31)

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

15: Share capital

Particulars	As at March 31, 2024	As at March 31, 2023
Authorised share capital:		
500,000,000 (March 31, 2023 500,000,000) equity shares of ₹ 1 each with voting rights	50.00	50.00
150,000,000 (March 31, 2023 150,000,000) preference shares of ₹ 10 each	150.00	150.00
28,887,800 (March 31, 2023 28,887,800) equity shares of ₹ 10 each with voting rights	28.89	28.89
Issued, subscribed and paid up capital comprises:		
Issued shares		
194,470,890 (March 31, 2023 194,470,890) equity shares of ₹ 1 each	19.45	19.45
Subscribed and fully paid up		
194,468,890 (March 31, 2023 194,468,890) equity shares of ₹ 1 each	19.45	19.45
Forfeited shares		
2,000 (March 31, 2023 2,000) equity shares of ₹ 1 each	0.00	0.00
	19.45	19.45

Amount shows 0.00 represents less than ₹ 0.01 crore.

Footnotes:

a. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:

Fully paid equity shares	Number of shares	Amount of share capital
Balance as at March 31, 2023	194,468,890	19.45
Movements during the year	-	-
Balance as at March 31, 2024	194,468,890	19.45

b. The Company has issued one class of equity shares having a par value of ₹ 1 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c. Details of shares held by the Holding Company

Particulars	Number of fully paid equity shares	Amount of share capital
Tata Chemicals Limited		
As at March 31, 2023	97,341,610	9.73
As at March 31, 2024	107,041,610	10.70

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

d. Details of shares held by each shareholder holding more than 5% shares in the Company:

Particulars	Number of fully paid equity shares	% holding of equity shares
Tata Chemicals Limited		
As at March 31, 2023	97,341,610	50.06%
As at March 31, 2024	107,041,610	55.04%
Late Rakesh Jhunjunwala/Rekha Jhunjunwala & their Partnership firm		
As at March 31, 2023	20,018,320	10.29%
As at March 31, 2024	900,000	0.46%

e. As per records of the Company as at March 31, 2024, no calls remain unpaid by the directors and officers of the Company.

f. There are no shares issued for consideration other than cash during the period of five years immediately preceding the reporting date March 31, 2024.

15.1: Share capital

Disclosure of shareholding of Promoters as at March 31, 2024 is as follows:

S. No	Particulars	Class of shares	Shares held by promoters as at March 31, 2024		Shares held by promoters as at March 31, 2023		% Change during the year
			No. of Shares	% of total shares	No. of Shares	% of total shares	
1	Tata Chemicals Limited	Equity Shares	107,041,610	55.04%	97,341,610	50.06%	4.98%

Disclosure of shareholding of Promoter group as at March 31, 2024 is as follows:

S. No	Particulars	Class of shares	Shares held by promoter group as at March 31, 2024		Shares held by promoter group as at March 31, 2023		% Change during the year
			No. of Shares	% of total shares	No. of Shares	% of total shares	
1	Ewart Investments Limited	Equity Shares	75,000	0.04%	75,000	0.04%	NIL

Disclosure of shareholding of Promoters as at March 31, 2023 is as follows:

S. No	Particulars	Class of shares	Shares held by promoters as at March 31, 2023		Shares held by promoters as at March 31, 2022		% Change during the year
			No. of Shares	% of total shares	No. of Shares	% of total shares	
1	Tata Chemicals Limited	Equity Shares	97,341,610	50.06%	97,341,610	50.06%	NIL

Disclosure of shareholding of Promoter group as at March 31, 2023 is as follows:

S. No	Particulars	Class of shares	Shares held by promoter group as at March 31, 2023		Shares held by promoter group as at March 31, 2022		% Change during the year
			No. of Shares	% of total shares	No. of Shares	% of total shares	
1	Ewart Investments Limited	Equity Shares	75,000	0.04%	75,000	0.04%	NIL

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

16: Other equity

Particulars	As at March 31, 2024	As at March 31, 2023
General reserve	176.50	176.50
Securities premium	172.96	172.96
Retained earnings	1,366.29	1,267.42
Capital redemption reserve	81.52	81.52
Capital reserve	12.43	12.43
Reserve for equity instruments through Other Comprehensive Income	0.34	0.02
Cash Flow Hedge Reserve	-	(0.24)
Total	1,810.04	1,710.61

16.1: General reserve

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at beginning of year	176.50	176.50
Balance at the end of year	176.50	176.50

General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

16.2: Securities premium

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at beginning of year	172.96	172.96
Balance at the end of year	172.96	172.96

Amount received on issue of shares in excess of the par value has been classified as security share premium.

16.3: Retained earnings

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at beginning of year	1,267.42	1,233.78
Other Comprehensive Income arising from remeasurement of employee defined benefit obligation (Net of taxes)	(0.38)	0.04
Profit for the year	147.87	91.94
Payment of dividend on equity shares- Final	(48.62)	(58.34)
Balance at the end of year	1,366.29	1,267.42

Retained Earnings represents net profit after distributions. It also includes balance of remeasurement of net defined benefit obligation (net of taxes).

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

16.4: Capital redemption reserve

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at beginning of year	81.52	81.52
Balance at the end of year	81.52	81.52

Capital redemption reserve is created out of profits on redemption of capital.

16.5: Capital reserve

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at beginning of year	12.43	12.43
Balance at the end of year	12.43	12.43

Capital reserve includes profit on amalgamation of entities.

16.6: Reserve for equity instruments through Other Comprehensive Income

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at beginning of year	0.02	0.02
Additions during the year	0.32	-
Balance at the end of year	0.34	0.02

The Company has elected to recognise changes in the fair value of investments in equity instruments in other comprehensive income. These changes are accumulated within the Fair Value Through Other Comprehensive Income (FVTOCI) equity investments within equity. The balance in Other Comprehensive Income is transferred to retained earnings on disposal of the investment.

16.7: Cash Flow Hedge Reserve

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at beginning of year	(0.24)	-
Additions during the year	-	(0.24)
Less: Reversal during the year	0.24	-
Balance at the end of year	-	(0.24)

Cash Flow Hedge Reserve represents the effective portion of the fair value of forward contracts, designated as cash flow hedge.

17.1: Non-current borrowings

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured - at amortised cost		
Term loan from bank (refer note (ii))	-	-
Sales tax deferral under a state government scheme (refer note(i))	1.08	2.66
Total	1.08	2.66

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

Summary of borrowing arrangements

(i) Sales tax deferral scheme:

The loan is repayable in annual installments which ranges from a maximum of ₹ 0.47 crore to a minimum of ₹ 0.20 crore over the period stretching from April 1, 2024 to March 31, 2027. The amount outstanding is free of interest.

The balance outstanding as at March 31, 2024 is ₹ 1.55 crore (March 31, 2023 ₹ 3.79 crore) of which ₹ 0.47 crore (March 31, 2023 ₹ 1.13 crore) has been grouped under note 18 Current Borrowings which are payable in next 12 months.

(ii) Utilisation of borrowed funds and share premium

The Company has not received any funds from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

17.2: Lease liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current		
Lease liabilities (refer note 35)	111.84	21.00
Total	111.84	21.00

Particulars	As at March 31, 2024	As at March 31, 2023
Current		
Lease liabilities (refer note 35)	20.31	11.91
Total	20.31	11.91

18: Current borrowings

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured		
Short-term loan from bank (refer note (iii) & (v))	-	100.00
Current maturity of long-term borrowings (refer note 17.1)		
Term loan from bank	-	-
Others	0.47	1.13
Total	0.47	101.13

Footnotes:

- (i) The secured bank overdrafts and cash credit facilities are covered by first pari passu charge on inventories (including raw material, finished goods and work-in-progress) and trade receivables (refer note 10 and 11).
- (ii) The weighted average effective interest rate on the bank overdraft and cash credit facility is 8.83% p.a. (for March 31, 2023 8.06 % p.a.).

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

(iii) Total amount of working capital credit limits is ₹ 157.5 crore (March 31, 2023: ₹ 235.50 crore from Consortium of Banks led by State Bank of India). These facilities are secured against trade receivables and inventories. As on March 31, 2024, amount utilised by the Company is ₹ 71.6 crore (As at March 31, 2023: ₹ 158.24 crore).

(iv) Total amount of Unsecured working capital credit limits is ₹ 593.5 crore (March 31, 2023: ₹ 475.50 crore) from multiple banks. As on March 31, 2024, amount utilised by the Company is ₹ 87.2 crore (As at March 31, 2023: ₹ 124.52 crore).

(v) During the previous year, the Company raised & repaid ₹ 75 crore commercial papers borrowed for 85 days @ 7.05% p.a

(vi) The terms of short-term loan is stated below:

As at March 31, 2024

There is no unsecured short-term loan outstanding as on March 31, 2024.

As at March 31, 2023

Particulars	Amount outstanding	Terms of Repayment	Rate of Interest
Unsecured short-term loan from bank	50	The loan is repayable in 365 days from the date of availment	6.92%
Unsecured short-term loan from bank	25	The loan is repayable in 180 days from the date of availment	6.92%
Unsecured short-term loan from bank	25	The loan is repayable in 360 days from the date of availment	7.37%

19: Deferred tax balances

The following is the analysis of deferred tax liabilities/(assets) presented in the Balance sheet:

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred tax liabilities	31.43	38.97
Deferred tax assets	(30.86)	(26.68)
Total	0.57	12.29

2023-24-Deferred tax liabilities/(assets) in relation to:	Opening Balance	Recognised in Statement of Profit and Loss	Recognised in Statement of OCI	Other Adjustments	Closing Balance
Allowance for doubtful debts and advances	(13.23)	(2.62)	-	-	(15.85)
Creation of Deferred tax assets on account of IND AS 116 "Leases"	(0.44)	(0.69)	-	-	(1.13)
Impact of 43B Disallowances	(0.80)	(0.48)	-	-	(1.28)
Defined benefit obligation	(4.69)	(0.38)	0.03	-	(5.04)
Investment/Intangibles - Provisions	(0.19)	-	-	-	(0.19)
Tax adjustment on account of indexation of land	(2.02)	1.69	-	-	(0.33)
Long-term capital loss on sale of equity instrument	(5.21)	(1.79)	-	-	(7.00)
Difference between WDV as per books and income tax	38.85	(7.43)	-	-	31.42
On Cash Flow Hedge	0.02	-	(0.02)	-	-
Other	-	-	(0.03)	-	(0.03)
Total	12.29	(11.70)	(0.02)	-	0.57

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

2022-23-Deferred tax liabilities/(assets) in relation to:	Opening Balance	Recognised in Statement of Profit and Loss	Recognised in Statement of OCI	Other Adjustments	Closing Balance
Allowance for doubtful debts and advances	(11.35)	(1.88)	-	-	(13.23)
Creation of Deferred tax assets on account of IND AS 116 "Leases"	(0.40)	(0.04)	-	-	(0.44)
Impact of 43B Disallowances	(1.02)	0.22	-	-	(0.80)
Defined benefit obligation	(4.17)	(0.52)	-	-	(4.69)
Investment/Intangibles - Provisions	(1.93)	1.74	-	-	(0.19)
Tax adjustment on account of indexation of land	(1.99)	(0.03)	-	-	(2.02)
Long-term capital loss on sale of equity instrument	(5.43)	0.22	-	-	(5.21)
Difference between WDV as per books and income tax	47.62	(8.77)	-	-	38.85
On Cash Flow Hedge	-	-	0.02	-	0.02
Total	21.33	(9.06)	0.02	-	12.29

Footnote:

There are no material deferred tax expense on unrecognised tax losses.

20: Trade payables

Particulars	As at March 31, 2024	As at March 31, 2023
Trade payables		
(i) Total outstanding dues of micro enterprises and small enterprises (refer note 47)	11.57	17.48
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	433.35	473.22
(iii) Acceptances	52.42	-
(iv) Other payables	102.49	97.55
Total	599.83	588.25

Footnotes:

Acceptances includes credit availed by the suppliers from banks for goods supplied to the Company. The arrangements are interest bearing, where the Company bears the interest cost and are payable within one year.

Trade Payables Ageing Schedule

Ageing for Trade Payables outstanding as at March 31, 2024 is as follows:

Particulars	Not Due	Outstanding for following periods from				Unbilled Payable	Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years		
(i) Micro Small and Medium Enterprise (MSME)	11.57	-	-	-	-	-	11.57
(ii) Creditors other than micro enterprises and small enterprises	328.52	154.08	1.19	0.27	1.71	-	485.77
(iii) Other Payables	-	-	-	-	-	102.49	102.49
(iv) Disputed dues -MSME	-	-	-	-	-	-	-
(v) Disputed dues -Others	-	-	-	-	-	-	-
Total	340.09	154.08	1.19	0.27	1.71	102.49	599.83

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

Ageing for Trade Payables outstanding as at March 31, 2023 is as follows:

Particulars	Not Due	Outstanding for following periods from				Unbilled Payable	Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years		
(i) Micro Small and Medium Enterprise (MSME)	14.76	2.72	-	-	-	-	17.48
(ii) Creditors other than micro enterprises and small enterprises	254.04	216.06	0.75	0.91	1.46	-	473.22
(iii) Other Payables	-	-	-	-	-	97.55	97.55
(iv) Disputed dues -MSME	-	-	-	-	-	-	-
(v) Disputed dues -Others	-	-	-	-	-	-	-
Total	268.80	218.78	0.75	0.91	1.46	97.55	588.25

21: Other financial liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Current		
(a) Interest accrued but not due on non-current borrowings	-	0.02
(b) Unclaimed dividends (refer footnote)	1.33	1.23
(c) Derivative liabilities		
Forward exchange contracts for hedging	1.50	1.79
(d) Others		
Creditors for capital purchases	12.08	13.85
Customer deposits	23.71	24.32
Amounts due to customers	159.56	114.92
Security Deposits	1.71	0.19
Total	199.89	156.32

Footnote:

All amounts required to be transferred to the Investor Education and Protection Fund by the Company have been transferred within the time prescribed for the same, except in cases of disputes relating to the ownership of the underlying shares that have remained unresolved amounting to ₹ 13,125 (as at March 31, 2023: ₹ 7,875).

22: Provisions

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current		
Supplemental pay (refer note 2)	15.16	15.48
Ex-Directors pension liability (refer note 2)	8.53	8.28
Gratuity (refer note 2)	-	1.54
Compensated absences (refer note 2)	17.22	16.21
Total	40.91	41.51
Current		
Supplemental pay (refer note 2)	2.10	2.08
Ex-Directors pension liability (refer note 2)	0.70	0.70
Gratuity (refer note 2)	5.10	1.66
Compensated absences (refer note 2)	2.94	2.41
Provisions for indirect taxes (refer note 1)	0.58	0.58
Total	11.42	7.43

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

Note 1: Provision held in respect of indirect tax matters in dispute

On an evaluation of each of its disputed claims, the Company holds an overall provision in respect of certain indirect tax matters in dispute which, as at the year-end, aggregates ₹ 0.58 crore (as at March 31, 2023 ₹ 0.58 crore). The movement during the year is as under:

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance as at 1 April	0.58	0.42
Additional provisions made during the year	-	0.16
Total	0.58	0.58
Utilization during the year	-	-
Closing Balance as at 31 March	0.58	0.58

Due to the numerous uncertainties and variables associated with certain assumptions and judgments, and the effects of changes in the regulatory and legal environment, both the precision and reliability of the resulting estimates of the related contingencies are subject to substantial uncertainties. The Company regularly monitors its estimated exposure to such loss contingencies and, as additional information becomes known, may change its estimates significantly. However, no estimate of the range of any such change can be made at this time.

Note 2:

The provision for employee benefits includes gratuity, supplemental pay on retirement for certain employees, ex-director pension liability and compensated absences. The increase/decrease in the carrying amount of the provision for the current year is mainly on account of net impact of incremental charge for current year and benefits paid in the current year due to retirement and resignation of employees. For other disclosures, refer note 36.

23: Other liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current		
Deferred revenue	1.24	1.40
Total	1.24	1.40
Current		
Provident fund and other employee deductions	3.57	3.09
Goods and Services Tax payable	1.74	4.05
Other taxes (other than income tax payable)	0.36	0.15
Tax deducted at source	4.69	4.34
Advance received from customers	172.62	106.70
Payable to employees	1.60	0.84
Other liabilities (payable towards past acquisition etc.)	-	1.33
Total	184.58	120.50

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

24: Revenue from operations

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of products (refer note 34 and 43)	2,632.54	2,954.92
Other operating income	15.84	12.05
Total	2,648.38	2,966.97

25: Other income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Interest income		
Interest Income on bank deposits carried at amortised cost	0.58	1.07
Interest income on security deposits carried at amortised cost	2.20	1.51
b) Dividend income		
Dividend from equity instruments measured at FVTOCI	0.41	0.07
c) Fair value of investment		
Fair value of investment - realized	5.40	2.14
Fair value of investment - unrealized	1.55	0.83
d) Other non-operating income		
Insurance claim	0.18	1.53
Rental income	0.37	0.32
Export benefits	1.50	1.35
Miscellaneous income	3.41	3.67
e) Other gains and losses		
Provision for intangible assets and impairment of intangible assets under development written back	-	0.22
Total	15.60	12.71

26: Cost of materials consumed

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Raw materials at the beginning of the year	230.80	287.25
Add: Purchases	1,310.58	1,535.95
	1,541.38	1,823.20
Less: Raw materials at end of the year	192.70	230.80
Cost of raw materials consumed	1,348.68	1,592.40
Packing materials consumed	98.21	108.64
Total	1,446.89	1,701.04

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

27: Purchases of stock-in-trade

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Agri Inputs	201.00	157.72
Total	201.00	157.72

28: Changes in inventories of finished goods, stock-in-trade and work-in-progress

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening stock (A)		
Finished goods - own manufactured	486.72	556.11
Stock-in-trade	16.33	17.71
Work in-progress (including intermediate goods)	29.00	39.48
	532.05	613.30
Closing stock (B)		
Finished goods - own manufactured	491.92	486.72
Stock-in-trade	55.67	16.33
Work in-progress (including intermediate goods)	25.95	29.00
	573.54	532.05
Movement in inventory recoverable (C)	(28.65)	3.32
Net (Increase) (A-B+C)	(70.14)	84.57

29: Employee benefits expense

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and bonus		
Wages and salaries	172.66	169.62
Allowances	59.00	57.04
Compensated absences	3.70	4.10
Contribution to provident and other funds (refer note 36)	10.47	10.27
Other staff welfare	15.75	14.72
Total	261.58	255.75

30: Finance costs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest on long-term loan from bank	-	0.11
Interest on bank overdrafts, cash credit facility and short-term loan from bank	6.66	5.82
Discounting charges	2.71	2.03
Interest on Commercial Paper	-	1.21
Interest on lease liabilities	8.31	3.07
Total	17.68	12.24

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

31: Depreciation and amortisation expense

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation of property, plant and equipment (refer note 4 (a)(i))	86.55	69.05
Depreciation of right-of-use asset (refer note 4 (b))	19.39	16.34
Depreciation of investment property (refer note 5)	0.15	0.00
Amortisation of intangible assets (refer note 6 (b)(i))	8.00	5.97
Total	114.09	91.36

Amount shows 0.00 represents less than ₹ 0.01 crore.

32: Other expenses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Freight, handling and packing	79.59	98.09
Travelling and conveyance	30.90	28.19
Power and fuel	85.88	95.11
Brand equity contribution	3.79	4.15
Repairs and maintenance		
Plant and equipment	16.05	13.88
Property	3.29	1.98
Others	6.65	6.58
Stores and spares consumed	9.67	10.40
Rates and taxes	6.25	7.69
Commission	0.61	1.00
Insurance charges	8.21	10.07
Rent (refer note 35)	14.13	20.04
Bank charges	1.31	1.56
Director fees and commission	2.95	2.79
Bad debts	0.12	-
Allowance for doubtful debts (Net)	10.36	7.96
Advances written off	-	0.63
Deposits written off	1.16	0.17
Impairment of Tangible assets*	0.92	-
Impairment of Intangible assets and intangible assets under development**	8.45	30.41
Loss on sale of property, plant and equipment (Net)	0.48	0.78
Tangible assets written off	0.95	0.73
Selling expenses	59.83	60.26
Legal and professional fees	25.60	21.89
Net loss on foreign currency transactions and translation	2.36	15.32
Other expenses (refer note 42 and 48)	118.39	109.87
Total	497.90	549.55

*Refer note 4(a)(i) & note 14.

**Also refer note 6(b) & 6(b)(iii)(a).

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

33: Earnings per share

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit for the year	147.87	91.94
Weighted average number of equity shares	19,44,68,890	19,44,68,890
Basic and diluted earnings per share	7.61	4.73

34: Segment information

Products and services from which reportable segments derive their revenues

Information reported to the chief operating decision maker (CODM) for the purpose of resources allocation and assessment of segment performance focuses on the types of goods or services delivered or provided. No operating segments have been aggregated in arriving at the reportable segments of the Company.

Based on the current operations, the Company has determined Agri inputs as reportable segments. Agri-inputs segment comprises of Pesticides, Plant Growth Nutrients, Organic Compost and Seeds. The other segment includes "Polymer".

Segment revenue and results

The following is an analysis of the Company's revenue and results from operations by reportable segment

Segment	Segment revenue		Segment results	
	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023
Agri Inputs	2,634.37	2,960.29	198.19	132.63
Others	14.01	6.68	6.61	2.08
Total	2,648.38	2,966.97	204.80	134.71
Other income			15.60	12.71
Central administration cost, director remuneration, director fees and commission			(7.06)	(7.11)
Finance costs			(17.68)	(12.24)
Profit before tax			195.66	128.07

Notes:

- Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the current year (March 31, 2023 ₹ Nil). The accounting policies of the reportable segments are the same as described in note 3.19.
- Segment profit represents the profit before tax earned by each segment without allocation of central administration, director remuneration, director fees and commission, other income, as well as finance costs. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

Segment assets and liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Segment assets		
Agri Inputs	2,612.78	2,434.14
Others	12.85	19.68
Total segment assets	2,625.63	2,453.82
Assets classified as held for sale	2.59	4.06
Unallocated	375.23	339.84
Total assets	3,003.45	2,797.72

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

Particulars	As at March 31, 2024	As at March 31, 2023
Segment liabilities		
Agri Inputs	1,141.52	919.52
Others	0.68	1.01
Total segment liabilities	1,142.20	920.53
Unallocated	31.76	147.13
Total liabilities	1,173.96	1,067.66

Details of capital expenditure incurred

Particulars	As at March 31, 2024	As at March 31, 2023
Agri Inputs	249.97	66.23
Others	0.31	1.64
Total	250.28	67.87

For the purpose of monitoring segment performance and allocation resources between segments:

- All assets are allocated to reportable segments other than investments, other financial assets, non current tax assets, cash & bank balances, fixed deposits and interest accrued thereon.
- All liabilities are allocated to reportable segments other than borrowings, other financial liabilities, interest accrued on loans, provision for supplemental pay, Director pension scheme, unpaid dividend, current and deferred tax liabilities.

Geographical information

The Company operates in two principal geographical areas - India and outside India.

The Company's revenue from continuing operations from external customers by location of operations and information about its non-current assets* by location of assets are detailed below:

Particulars	Revenue from external customers		Non-current assets*	
	For the year ended March 31, 2024	For the year ended March 31, 2023	As at March 31, 2024	As at March 31, 2023
India	2,029.14	2,081.32	1,203.78	1,130.12
Asia (Other than India)	247.72	323.84	-	-
North America	155.94	211.09	-	-
South America	75.86	181.48	-	-
Africa	25.93	42.82	-	-
Europe	109.03	110.60	-	-
Australia	4.76	15.82	-	-
	2,648.38	2,966.97	1,203.78	1,130.12

* Non-current assets exclude those relating to financial assets and deferred tax assets.

Information about major customers

No single customer and country except India contributed more than 10% to the Company's revenue in FY 2023-24 and 2022-23.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

35: Leases

A. Leases as lessee

Type of assets	Lease period (years)
Vehicles	5
Plant and equipment	2 -10
Buildings	2 -30
Leasehold land	2 -10
Office Equipments	3

Maturity analysis of undiscounted cash flows

Particulars	Total	Less than 1 year	Between 1 and 2 years	2 and 5 years	Over 5 years	Incremental borrowing rate%
March 31, 2024						
Lease liabilities	186.98	31.02	24.17	56.23	75.56	9.30%
	186.98	31.02	24.17	56.23	75.56	9.30%
March 31, 2023						
Lease liabilities	36.23	13.11	12.65	7.97	2.50	8.75%
	36.23	13.11	12.65	7.97	2.50	8.75%

(i) Amounts recognised in profit or loss	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest expenses on lease liabilities (Refer note 30)	8.31	3.07
Expenses relating to short term leases (Refer note 32)	14.13	20.04

(ii) Amounts recognised in statement of cash flows	For the year ended March 31, 2024	For the year ended March 31, 2023
Total cash outflow for leases	39.08	39.34

There is no extension option available in any lease agreement. All the lease agreement are renewable based on mutual understanding between lessor and lessee.

Future lease commitments

All leases other than included above are of either low value or cancellable at the option of lessee.

B. Leases as lessor

The Company leases out its investment property. The Company has classified these leases as operating leases, because they do not transfer substantially all of the risks and rewards incidental to the ownership of the assets. All leases are cancellable leases hence disclosure relating to the same is not required (Refer note 25)

Amounts recognised in profit or loss	For the year ended March 31, 2024	For the year ended March 31, 2023
Rental Income (Refer note 25)	0.34	0.30

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

36: Employee benefit plans

Defined contribution plans

Contribution to provident fund and Employees' State Insurance Corporation (ESIC)

The Company makes provident fund contributions to defined contribution retirement benefit plans for eligible employees. Under the scheme, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions as specified under the law are paid to government authorities (PF commissioner) at factories.

Amount recognised as expense and included in the Note 29 — in the head "Contribution to Provident and other funds" for March 31, 2024: ₹ 9.56 crore (March 31, 2023: ₹ 9.32 crore).

Defined benefit plans

The Company offers its employees, defined-benefit plans in the form of a gratuity scheme (a lump sum amount), a supplemental pay scheme (a life long pension) and ex-director pension liability. The gratuity scheme covers substantially all regular employees, ex-director pension liability covers ex-director and supplemental pay plan covers certain former executives. In the case of the gratuity scheme, the Company contributes funds to Gratuity Trust, which is irrevocable. Ex-director pension liability and supplemental pay scheme are not funded. Commitments are actuarially determined at year-end. The actuarial valuation is done based on "Projected Unit Credit" method.

These plans typically expose the Company to actuarial risk such as: investment risk, interest rate risk, longevity risk and salary risk.

Investment risk:

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create plan deficit.

Interest risk:

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the plan assets.

Longevity risk:

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Defined contribution plans

The Company makes provident fund contributions to defined contribution retirement benefit plans for eligible employees. Under the scheme, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions as specified under the law are paid to the provident fund set up as a trust by the Company in case of certain locations. The Company is liable for contributions and any deficiency compared to interest computed based on the rate of interest declared by the Central Government under the Employees' Provident Fund Scheme, 1952 and recognises, if any, as an expense in the year it is determined.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

The principal assumptions used for the purpose of actuarial valuation were as follows:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Discount rates p.a.	7.22%	7.50%
Expected rate of salary increase	8.00%	8.00%
Average longevity at retirement age for current beneficiaries of the plan (years) (refer Footnote)	12-13 Years	12 Years
Average longevity at retirement age for current employees (future beneficiaries of the plan) (years)	12-13 Years	12 Years

Footnote:

Based on Indian standard mortality table with modification to reflect expected changes in mortality.

Amount recognised in the Statement of Profit and Loss in respect of these defined benefit plans are as follows:

Particulars	Gratuity		Supplemental pay & Ex-director's pension	
	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023
Service cost:				
Current service cost	4.74	4.58	-	-
Net interest expense	0.24	0.20	1.99	1.87
Components of defined benefit costs recognised in profit or loss	4.98	4.78	1.99	1.87
Remeasurement on the net defined benefit liability:				
Return on plan assets (excluding amounts included in net interest expense)	0.41	(0.20)	-	-
Actuarial (gain)/loss arising from changes in demographic assumptions	-	-	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	0.97	(0.91)	0.52	(0.52)
Actuarial (gain)/loss arising from experience adjustments	(1.26)	(0.11)	(0.14)	1.69
Components of defined benefit costs recognised in Other Comprehensive Income	0.12	(1.22)	0.38	1.17
Total	5.10	3.56	2.37	3.04

The current service cost and the net interest expenses for the year are included in the Employee benefits expense line item in the Statement of Profit and Loss. The remeasurement of the net defined benefit liability/asset is included in Other Comprehensive Income.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

The amount included in the Balance Sheet arising from the entity's obligation in respect of its defined benefit plans is as follows:

Particulars	Gratuity		Supplemental pay	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Present value of funded defined benefit obligations (A)	49.45	44.95	17.26	17.56
Fair value of plan assets (B)	44.35	41.75	-	-
Funded Status [Deficit] (A-B)	5.10	3.20	17.26	17.56
Additional provision created	-	-	-	-
Net liability arising from defined benefit obligation	5.10	3.20	17.26	17.56

Movements in the present value of the defined benefit obligation are as follows:

Particulars	Gratuity		Supplemental pay	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Opening defined benefit obligation	44.95	41.68	17.56	18.05
Current service cost	4.74	4.59	-	-
Interest cost	3.37	3.01	1.32	1.31
Liability Transferred In/ Acquisitions	-	0.28	-	-
Remeasurement (gain)/loss:				
Actuarial (gain)/loss arising from changes in demographic assumptions	-	-	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	0.97	(0.91)	0.26	(0.27)
Actuarial (gain)/loss arising from experience adjustments	(1.26)	(0.11)	(0.17)	0.19
Benefits paid	(3.32)	(3.59)	(1.71)	(1.72)
Closing defined benefit obligation	49.45	44.95	17.26	17.56

Movements in the fair value of the plan assets are as follows:

Particulars	Gratuity		Supplemental pay	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Opening fair value of the plan assets	41.75	38.97	-	-
Interest income	3.13	2.82	-	-
Remeasurement gain/(loss):				
Return on plan assets (excluding amounts included in net interest expense)	(0.41)	0.20	-	-
Assets Transferred In/Acquisitions	-	0.28	-	-
Contributions from the employer	3.20	3.07	-	-
Benefits paid	(3.32)	(3.59)	-	-
Closing fair value of plan assets	44.35	41.75	-	-

The plan assets are managed by the Gratuity Trust formed by the Company. The management of funds is entrusted with the Life Insurance Corporation of India ("LIC") and Kotak Life Insurance.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

Movements in the present value of the defined benefit obligation for ex-directors' pension liability are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Opening defined benefit obligation	8.98	7.85
Current Service Cost	-	-
Interest Cost	0.67	0.57
Remeasurement (gain)/loss:		
Actuarial (gain)/loss arising from changes in demographic assumptions	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	0.25	(0.24)
Actuarial (gain)/loss arising from experience adjustments	0.03	1.50
Benefits paid	(0.70)	(0.70)
Closing defined benefit obligation	9.23	8.98

The fair value of the plan assets at the end of the reporting period for each category, are as follows:

Particulars	Gratuity		Supplemental pay	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Cash and cash equivalents	0.05	0.03	-	-
Investment funds with Insurance Group				
Traditional /unit linked	8.86	7.37	-	-
Others - LIC and Kotak Life Insurance managed fund	35.44	34.35	-	-
Total	44.35	41.75	-	-

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Assumptions	As at 31 March 2024		As at 31 March 2023	
	Increase	Decrease	Increase	Decrease
Discount Rate				
100 basis point change (lower/ higher)	5.80	5.04	5.55	4.84
Expected Salary Growth Rate				
1% change (increase/decrease)	3.67	3.26	3.46	3.07
Life Expectancy				
1 year change (increase/decrease)	0.75	0.75	0.71	0.72

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using "Projected Unit Credit" method at the end of the reporting period which is the same as that applied in calculating the defined benefit obligation liability recognised in Balance Sheet.

There were no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

The Company expects to make a contribution of ₹ 5.10 crore (as at March 31, 2023 ₹ 3.20 crore) to the defined benefit plans during the next financial year.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

The defined benefit obligations shall mature after year ended March 31, 2024 as follows:

Particulars	Defined benefit obligation
As at March 31	
2025	9.78
2026	5.78
2027	7.57
2028	6.02
2029	6.80
2030	31.20
Thereafter	52.41

The Company operates Provident Fund Scheme and the contributions are made to recognised fund. The Company is required to offer a defined benefit interest rate guarantee on provident fund balances of employees. The exempted funds guarantees the interest rate on provident fund investments which is equal to or higher than the rate declared by the Regional Provident Fund Commissioner (RPFC) on the provident fund corpus for their own subscribers. The Actuary has provided a valuation for provident fund liabilities on the basis of guidance issued by Actuarial Society of India and based on the below provided assumptions there is no shortfall as on March 31, 2024 and March 31, 2023.

Amount recognised as expense and included in the Note 29 — in the head "Contribution to Provident and other funds" for the year ended March 31, 2024 ₹10.97 crore (for March 31, 2023 ₹10.76 crore).

The details of provident fund and plan asset position are given below:

Particulars	As at March 31, 2024	As at March 31, 2023
Plan assets as at year ended	137.50	130.66
Present value of obligation	130.84	125.86
Amount recognised in the Balance Sheet	-	-

Assumptions used in determining present value of obligation of interest rate guarantee under a deterministic approach:

Particulars	As at March 31, 2024	As at March 31, 2023
Guaranteed rate of return	8.25%	8.15%
Discount rate for remaining term to maturity of investments	7.22%	7.50%
Expected rate of return on investments	8.12%	8.11%

Movements in the present value of the defined benefit obligation are as follows:

Particulars	Provident Fund	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening defined benefit obligation	125.86	113.87
Opening balance adjustment	(0.01)	(0.41)
Interest cost	9.67	9.23
Current service cost	3.19	3.10
Employee Contribution	6.38	6.69
Liability Transferred In	1.10	1.42
Liability Transferred out	(1.45)	(4.54)
Benefits paid	(13.90)	(3.50)
Closing defined benefit obligation	130.84	125.86

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

Movements in the book value of the plan assets are as follows:

Particulars	Provident Fund	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening fair value of the plan assets	130.66	116.75
Interest Income	9.67	9.23
Contributions	9.56	9.79
Transfer from Other Company	1.10	1.42
(Transfer to Other Company)	(1.45)	(4.54)
(Benefit Paid)	(13.90)	(3.50)
Return on Plan Assets, Excluding Interest Income (Not Recognized)	1.86	1.51
Closing fair value of plan assets	137.50	130.66

Note: Market value of the plan assets as on March 31, 2024 is ₹ 136.76 crore (March 31, 2023: ₹ 128.81 crore).

Amount recognised in the Statement of Profit and Loss in respect of these defined benefit plans are as follows:

Particulars	Provident Fund	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Service cost:		
Current service cost	3.19	3.11
Net interest expense	-	-
Components of defined benefit costs recognised in profit or loss	3.19	3.11

The fair value of the plan assets of provident fund at the end of the reporting period for each category, are as follows:

Particulars	Provident Fund	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Central Government Of India Assets	8.43	8.98
State Government Of India Assets	46.72	42.24
Special Deposits Scheme	14.75	14.75
Private Sector Bonds	49.78	46.99
Equity/Insurer Managed Funds	13.71	13.15
Cash & Cash Equivalents	-	0.77
Others	4.11	3.78
Total	137.50	130.66

The defined benefit obligations for provident fund shall mature after year ended March 31, 2024 as follows:

Particulars	Defined benefit obligation
As at March 31	
2025	46.61
2026	17.68
2027	12.61
2028	11.05
2029	11.28
2030 to 2034	38.02

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Assumptions	As at 31 March 2024		As at 31 March 2023	
	Increase	Decrease	Increase	Decrease
Discount Rate				
100 basis point change (lower)	4.14	-	0.34	-

As at March 31, 2024, the fair value of the assets of the fund and the accumulated members' corpus is ₹ 137.50 crore and ₹ 130.84 crore respectively. In accordance with the assets and liability study, there is no deficiency as the present value of the expected future earnings on the fund is greater than the expected amount to be credited to the individual members based on the expected guaranteed rate of interest.

Compensatory absences

The Company provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided based on the number of days of unutilized leave at each balance sheet date on the basis of an independent actuarial valuation. Amount of ₹ 3.81 crore (March 31, 2023 ₹ 4.13 crore) has been recognised in the Statement of Profit and Loss on account of provision for long-term employment benefit.

37: Financial instruments

Capital management

The Company manages its capital to ensure that the Company will be able to continue as going concern while maximising the return to stakeholders through optimisation of debt and equity balance.

The capital structure of the Company consists of net debt (borrowings as detailed in notes 17.1 and 18, lease liabilities as per note 17.2, offset by cash and bank balances) and total equity of the Company.

The Company is not subject to any externally imposed capital requirements.

Gearing Ratio

The gearing ratio at the end of the reporting period was as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Debt (i)	1.55	103.79
Lease liabilities (non-current and current)	132.15	32.91
Cash and bank balances	(31.51)	(46.05)
Net debt	102.19	90.65
Total equity	1,829.49	1,730.06
Net debt to equity ratio	5.59%	5.24%

(i) Debt is defined as long-term borrowings, short-term borrowings and current maturities of long term borrowings (excluding financial guarantee contracts), as described in notes 17.1 and 18.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

Fair value hierarchy

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

As at March 31, 2024

Particulars	Carrying amount				Fair value measurement using			
	Total	FVTPL	FVTOCI	Amortised cost	Total	Quoted prices in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets								
Cash and cash equivalents	26.65	-	-	26.65	-	-	-	-
Other bank balances	4.86	-	-	4.86	-	-	-	-
Non-current investments	3.61	-	3.61	-	3.59	0.02	-	3.57
Current investments	247.41	247.41	-	-	247.41	-	247.41	-
Other non current financial assets	15.77	-	-	15.77	-	-	-	-
Trade receivables	579.13	-	-	579.13	-	-	-	-
Other current financial assets (Non Derivative Assets)	6.02	-	-	6.02	-	-	-	-
Other current financial assets (Derivative Assets)	0.09	0.09	-	-	0.09	-	0.09	-
Financial liabilities								
Non-current borrowings (excluding current portion)	1.08	-	-	1.08	-	-	-	-
Lease liabilities (current and non-current portion)	132.15	-	-	132.15	-	-	-	-
Current borrowings	0.47	-	-	0.47	-	-	-	-
Trade payables	599.83	-	-	599.83	-	-	-	-
Other financial liabilities (current and non-current)	199.89	1.50	-	198.39	1.50	-	1.50	-

There have been no transfers among Level 1, Level 2 and Level 3 during the year.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

As at March 31, 2023

Particulars	Carrying amount				Fair value measurement using			
	Total	FVTPL	FVTOCI	Amortised cost	Total	Quoted prices in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets								
Cash and cash equivalents	44.16	-	-	44.16	-	-	-	-
Other bank balances	1.89	-	-	1.89	-	-	-	-
Non-current investments	3.18	-	3.18	-	3.18	0.01	-	3.17
Current investments	219.44	219.44	-	-	219.44	-	219.44	-
Other non current financial assets	20.06	-	-	20.06	-	-	-	-
Trade receivables	498.58	-	-	498.58	-	-	-	-
Other current financial assets (Non Derivative Assets)	5.24	-	-	5.24	-	-	-	-
Other current financial assets (Derivative Assets)	0.27	0.27	-	-	0.27	-	0.27	-
Financial liabilities								
Non-current borrowings (excluding current portion)	2.66	-	-	2.66	-	-	-	-
Lease liabilities (current and non-current portion)	32.91	-	-	32.91	-	-	-	-
Current borrowings	101.13	-	-	101.13	-	-	-	-
Trade payables	588.25	-	-	588.25	-	-	-	-
Other financial liabilities (current and non-current)	156.32	1.79	-	154.53	1.79	-	1.79	-

There have been no transfers among Level 1, Level 2 and Level 3 during the year.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

Measurement of fair values

Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used:

Financial instruments measured at fair value

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Forward contracts for foreign exchange contracts	Forward pricing: The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currency.	Not applicable	Not applicable
Current investments -in mutual funds	The fair values of investments in mutual fund units is based on the net asset value ("NAV") as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors	Not applicable	Not applicable

Financial instruments not measured at fair value

Non current financial assets and liabilities measured at amortised cost	Discounted cash flows: The valuation model considers the present value of expected receipt/payment discounted using appropriate discounting rates.	Not applicable	Not applicable
---	--	----------------	----------------

Financial risk management objectives

The Company's corporate treasury function provides services to the business, co-ordinates access to domestic financial markets, monitors and manages the financial risk relating to the operation of the Company. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The use of financial derivatives is governed by the Company's policies approved by the board of directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivatives financial instruments, and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by the internal auditors on a continuous basis. The Company does not enter into or trade financial instrument, including derivative financial instruments, for speculative purposes.

The corporate treasury function reports quarterly to the Company's audit committee that monitors risks and policies implemented to mitigate risk exposures.

Market risk

The Company's activities expose it primarily to the financial risk of changes in foreign currency exchange rates. The Company enters into a variety of derivative financial instruments to manage its exposure to foreign currency risk including forward foreign exchange contracts to hedge the exchange rate risk arising on imports and exports.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

a) Foreign currency risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	Liabilities (Foreign currency)		Assets (Foreign currency)	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
In US Dollars (USD)	1.22	1.37	1.38	0.87
In Euro (EUR)	-	-	0.00	0.00
In Japanese Yen (JPY)	33.02	19.30	-	-
In Great Britain Pound (GBP)	-	-	0.00	0.00
In United Arab Emirates Dhiram (AED)	-	0.07	-	-
In SWISS Franc (CHF)	-	-	-	0.00

Particulars	Liabilities (INR)		Assets (INR)	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
In US Dollars (USD)	99.88	109.87	114.31	71.49
In Euro (EUR)	-	-	0.10	0.06
In Japanese Yen (JPY)	18.52	11.55	-	-
In Great Britain Pound (GBP)	-	-	0.09	0.16
In United Arab Emirates Dhiram (AED)	-	1.53	-	-
In SWISS Franc (CHF)	-	-	-	0.11

Amount shows 0.00 represents less than ₹ 0.01 crore

Foreign currency sensitivity analysis

The Company is mainly exposed to the currency: USD, EUR, JPY, GBP, AED and CHF.

The following table details the Company's sensitivity to a 5% increase and decrease in the ₹ against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. This is mainly attributable to the exposure outstanding on receivables and payables in the Company at the end of the reporting period. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rate. A positive number below indicates an increase in the profit or equity where the ₹ strengthens 5% against the relevant currency. For a 5% weakening of the ₹ against the relevant currency, there would be a comparable impact on the profit or equity, and the balances below would be negative.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

Impact on profit / (loss) and total equity

Particulars	USD impact	
	As at March 31, 2024	As at March 31, 2023
Increase in exchange rate by 5%	0.72	(1.92)
Decrease in exchange rate by 5%	(0.72)	1.92

Particulars	EUR impact	
	As at March 31, 2024	As at March 31, 2023
Increase in exchange rate by 5%	0.01	0.00
Decrease in exchange rate by 5%	(0.01)	(0.00)

Particulars	JPY impact	
	As at March 31, 2024	As at March 31, 2023
Increase in exchange rate by 5%	(0.93)	(0.58)
Decrease in exchange rate by 5%	0.93	0.58

Particulars	GBP impact	
	As at March 31, 2024	As at March 31, 2023
Increase in exchange rate by 5%	0.00	0.01
Decrease in exchange rate by 5%	(0.00)	(0.01)

Particulars	AED impact	
	As at March 31, 2024	As at March 31, 2023
Increase in exchange rate by 5%	-	(0.08)
Decrease in exchange rate by 5%	-	0.08

Particulars	SWISS Franc (CHF) impact	
	As at March 31, 2024	As at March 31, 2023
Increase in exchange rate by 5%	-	0.01
Decrease in exchange rate by 5%	-	(0.01)

Amount shows 0.00 represents less than ₹ 0.01 crore

The Company, in accordance with its risk management policies and procedures, enters into foreign currency forward contracts to manage its exposure in foreign exchange rate variations. The counter party is generally a bank. These contracts are for a period between one day and one year. The above sensitivity does not include the impact of foreign currency forward contracts which largely mitigate the risk.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

Derivative instruments:

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to accounts receivable and accounts payable. The use of foreign currency forward contracts is governed by the Company's strategy approved by the Board of Directors, which provide principles on the use of such forward contracts consistent with the Company's Risk Management Policy. The Company does not use forward contracts for speculative purposes.

The following forward exchange contracts are outstanding as at the balance sheet date:

a) Details of various outstanding derivative financial instruments are given as below:

Particulars	As at March 31, 2024	As at March 31, 2023
Other Financial Liabilities		
Current Portion		
Derivatives designated as Cash Flow Hedges		
- Forward Contracts	-	0.33
Derivatives designated as Fair Value Hedge		
- Forward Contracts	1.50	1.46
Other Financial Assets		
Derivatives designated as Fair Value Hedge		
- Forward Contracts	0.10	0.27

b) The Details of the gross notional amounts of derivative financial instruments outstanding are given in the below table:

Derivative Instruments	Underlying (Receivables/ Payables)	Units	As at March 31, 2024			As at March 31, 2023		
			Number of contracts	₹ crore	Foreign currency	Number of contracts	₹ crore	Foreign currency
Derivatives designated as Cash Flow Hedge								
Forward Contracts- Payable	USD/INR	\$ Million	-	-	-	1	16.02	1.99
Derivatives designated as Fair Value Hedge								
Forward Contracts								
Forward Contracts-Payable	USD/INR	\$ Million	82	94.34	11.26	101	130.86	15.74
Forward Contracts-Receivable	USD/INR	\$ Million	55	80.60	9.65	41	51.38	6.20
Forward Contracts- Payable	JPY/INR	JPY Million	3	19.36	329.23	5	12.44	192.51

Note: USD= US Dollar; JPY = Japanese Yen.

c) The following table analyses the movement in the effective portion of Cash Flow Hedge Reserve (CFHR) for the year ended March 31, 2024:

Particulars	Forward Contracts
Balance as at March 31, 2024	-
Balance as at March 31, 2023	(0.24)

The line item in the Balance Sheet that includes the above hedging instruments are "other financial assets and other financial liabilities".

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

b) Other price risk

Equity risk

There is no material equity risk relating to the Company's equity investments which are detailed in note 7 "Other investments". The Company's equity investments majorly comprises of strategic investments rather than trading purposes.

The Company is mainly exposed to the price risk due to its investment in mutual funds. The price risk arises due to uncertainties about the future market values of these investments. At March 31, 2024, the investments in mutual funds amounts to ₹ 247.41 crore (March 31, 2023: ₹ 219.44 crore). These are exposed to price risk. The Company has laid policies and guidelines which it adheres to in order to minimise price risk arising from investments in mutual funds. A 1% increase/ (decrease) in prices would increase/(decrease) the profit or loss by the amounts shown below.

Price sensitivity analysis

Particulars	As at March 31, 2024	As at March 31, 2023
Increase in price by 1%	2.47	2.19
Decrease in price by 1%	(2.47)	(2.19)

c) Interest risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument that will fluctuate because of changes in market rates. The Company's exposure to the risk of changes in market rates relates primarily to the Company's non-current debt obligation with floating interest rates. The Company's policy is generally to undertake non-current borrowing using facilities that carry floating interest rate.

Moreover, the short-term borrowings of the Company do not have a significant fair value or cash flow interest rate risk due to their short tenure.

At the end of reporting period, the Company had the following fixed and variable interest rate borrowings and fixed interest rate financial assets:

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current variable interest rate borrowings	-	-
Lease Liabilities (Current and Non Current)	132.15	32.91
Current variable interest rate borrowings	-	100.00
Fixed interest rate financial assets	18.17	40.80

Cash flow sensitivity analysis for variable rate instrument

Current variable interest rate borrowings

If the interest rate is 100 basis point higher (lower), the impact on profit or loss would be decreased by ₹ NIL (increased by ₹ NIL) and as at March 31, 2024: decreased by ₹ 0.35 crore (increased by ₹ 0.35 crore).

Credit risk management

Credit risk refers to the risk that a counter party will default on its contractual obligation resulting in financial loss to the Company. The Company uses its own trading records to evaluate the credit worthiness of its customers. The Company's exposure are continuously monitored and the aggregate value of transactions concluded, are spread amongst approved counter parties. Outstanding customer receivables are reviewed periodically. Provision is made based on expected credit loss method and specific identification method (refer note 11- Trade receivable).

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

The credit risk related to the trade receivables is mitigated by taking security deposits / letter of credit - as and where considered necessary, setting appropriate credit terms and by setting and monitoring internal limits on exposure to individual customers.

There is no substantial concentration of credit risk as the revenue and trade receivables from any of the single customer do not exceed 10% of Company revenue and trade receivables.

The credit risk on investment in mutual funds and derivative financial instruments is limited because the counter parties are reputed banks or funds sponsored by reputed bank.

Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

All current financial liabilities are repayable within one year. The contractual maturities of non-current liabilities are disclosed in note no. 18.

Liquidity risk table

The following tables detail the Company's remaining contractual maturity for its non-derivative and derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the company can be required to pay.

Particulars	Less than 1 year	1-5 years	More than 5 years	Total	Carrying amount
As at March 31, 2024					
Non-Derivative financial liabilities					
Borrowings including future interest payable	0.47	1.08	-	1.55	1.55
Lease liabilities	31.02	80.40	75.56	186.98	132.15
Trade payables	599.83	-	-	599.83	599.83
Other financial liabilities	198.39	-	-	198.39	198.39
Derivative financial liabilities					
Forward exchange contracts used for hedging	1.50	-	-	1.50	1.50
	831.21	81.48	75.56	988.25	933.42
As at March 31, 2023					
Non-Derivative financial liabilities					
Borrowings including future interest payable	103.59	2.66	-	106.25	103.79
Lease liabilities	13.11	20.62	2.50	36.23	32.91
Trade payables	588.25	-	-	588.25	588.25
Other financial liabilities	154.53	-	-	154.53	154.53
Derivative financial liabilities					
Forward exchange contracts used for hedging	1.79	-	-	1.79	1.79
	861.27	23.28	2.50	887.05	881.27

The Company has included both the interest and principal cash flows in the analysis. This best represents the liquidity risk being faced by the Company.

The cash flow related to derivative financial liabilities disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

38: Related party transactions

Details of transactions between the Company and other related party are disclosed below.

1. Holding Company

Name of Holding Company	Country	Holding	
		As at March 31, 2024	As at March 31, 2023
Tata Chemicals Limited	India	55.04%	50.06%

2. Other related parties

Rallis India Limited Provident Fund
Rallis India Limited Management Staff Gratuity Fund
Rallis India Limited Senior Assistants Super Annuation Scheme
Rallis Executive Staff Super Annuation Fund
Rallis India Limited Non-Management Staff Gratuity Fund

3. Key Management Personnel

Mr. Sanjiv Lal, Managing Director and CEO (upto March 31, 2024)
Dr. Gyanendra Shukla, Managing Director and CEO (w.e.f. April 01, 2024)

4. Promoter Group

Tata Sons Private Limited

5. JV of Promoter Group

Tata Industries Limited
Tata Play Limited

6. List of subsidiaries of Tata Sons Private Limited

Infiniti Retail Limited
Tata AIG General Insurance Co. Limited
Tata Consultancy Services Limited
Tata Teleservices Limited
Ewart Investments Limited
Tata Digital Private Limited
Tata Communications Limited

7. List of Associates of Tata Sons Private Limited

Tata Steel Limited
Voltas Limited
The Indian Hotels Company Limited
Titan Company Limited
Tata Consumer Products Limited
Tata Power Company Limited

8. List of subsidiaries of Tata Chemicals Limited

Tata Chemicals International Pte Ltd.

9. Note: Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

10. Trading transactions

During the year, the Company entered into following trading transactions with related parties:

Particulars	Sales of goods		Purchases of goods	
	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023
Holding Company				
Tata Chemicals Limited	-	-	12.76	31.05
Subsidiary of Holding Company				
Tata Chemicals International Pte Ltd.	-	18.51	-	-
Subsidiary of Tata Sons Private Limited				
Infiniti Retail Limited	-	-	0.02	0.01
Associate of Tata Sons Private Limited				
Tata Steel Limited	-	-	-	0.80
Tata Consumer Products Limited**	0.08	-	-	-

Sale of goods to related parties were made at the Company's usual list prices, less average discounts. Purchases were made at market price discounted to reflect the quantity of goods purchased etc.

**Amount of ₹ 0.08 crore includes sales made to Tata Coffee Limited (amalgamated with Tata Consumer Products Limited w.e.f January 01, 2024).

11. Service transactions

Particulars	Services rendered		Services received	
	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023
Holding Company				
Tata Chemicals Limited*	0.00	0.03	3.04	4.38
Subsidiary of Holding Company				
Tata Chemicals International Pte Ltd	-	-	-	0.11
Promoter Group				
Tata Sons Private Limited	0.01	-	4.04	4.18
Subsidiaries of Tata Sons Private Limited				
Tata AIG General Insurance Co. Ltd.	-	-	0.03	0.76
Tata Consultancy Services Limited	-	-	9.48	7.34
Tata Teleservices Limited	-	-	0.03	0.04
Tata Digital Private Limited	-	0.05	-	-
Tata Communications Limited	-	-	0.98	0.70
Associate of Tata Sons Private Limited				
Voltas Limited	-	-	0.36	0.54
The Indian Hotels Company Limited	-	-	1.79	0.36
Tata Consumer Products Limited	0.01	0.03	-	-
The Tata Power Company Limited*	-	-	0.00	-
Titan Company Limited	-	-	0.08	1.27
JV of Promoter Group				
Tata Play Limited*	-	-	-	0.00
Tata Industries Limited	-	-	0.24	1.45

Services were received at market price, net of any discount etc.

* Amount less than ₹ 0.01 crore

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

12. Purchase of Property, Plant and Equipment

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Holding Company		
Tata Chemicals Limited	-	0.05
Associate of Tata Sons Private Limited		
Voltas Limited	0.33	-

13. Purchase of Accessories, Stores and Spares

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Associate of Tata Sons Private Limited		
Voltas Limited	0.31	-

14. Capital Expenditure towards Intangible Assets under Development

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Subsidiaries of Tata Sons Private Limited		
Tata Consultancy Services Limited	0.32	1.46

15. Payment of Rent

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Holding Company		
Tata Chemicals Limited	1.88	1.88

16. Others -Dividend payments

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Holding Company		
Tata Chemicals Limited	24.34	29.20
Subsidiaries of Tata Sons Private Limited		
Ewart Investments Limited	0.02	0.02

17. Contributions to employee benefit trusts

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Other Related Parties		
Contributions to employee benefit trusts	11.86	18.65

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

18. The following balances were outstanding at the end of the reporting period:-

Particulars	Amounts owed by related parties		Amounts owed to related parties	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Promoter Group				
Tata Sons Private Limited*	-	0.00	0.14	-
Holding Company				
Tata Chemicals Limited	-	-	2.12	4.00
Subsidiaries of Tata Sons Private Limited				
Tata AIG General Insurance Co. Limited	0.01	-	-	0.08
Tata Consultancy Services Limited	-	-	1.00	1.53
Tata Teleservices Limited	-	-	-	0.01
Tata Digital Private Limited*	-	-	0.00	0.00
Tata Communications Limited	-	-	0.02	-
Associates of Tata Sons Private Limited				
Tata Steel Limited	-	-	-	0.08
Voltas Limited*	-	-	0.00	0.03
The Indian Hotels Company Limited*	0.02	-	-	0.00
Titan Company Limited*	-	0.00	0.00	-
Tata Consumer Products Limited*	0.02	0.03	-	0.00
JV of Promoter Group				
Tata Industries Limited	-	-	-	0.80
Other Related Parties				
Rallis India Limited Senior Assistants Super Annuation Scheme	0.11	-	-	0.11
Rallis Executive Staff Super Annuation Fund	0.02	-	-	0.01

The amounts outstanding are unsecured and will be settled in cash/bank. No guarantees have been given or taken during the year. No expense has been recognised in the current or prior years for bad & doubtful debts in respect of the amounts owed by related parties.

* Amount less than ₹ 0.01 crore

19. Compensation of key management personnel

The remuneration of key management personnel during the year was as follows:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Short term benefits	3.35	3.24
Post-Employment benefits (PF + Superannuation+ Gratuity)	1.95	0.21

The remuneration of key management personnel is determined by the remuneration committee having regard to the performance of individual and market trends. It is exclusive of compensated absences.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

39: Contingent liabilities

The Company is involved in a number of appellate, judicial and arbitration proceedings (including those described below) concerning matters arising in the course of conduct of the Company's businesses. Some of these proceedings in respect of matters under litigation are in early stages, and in some other cases, the claims are indeterminate. A summary of claims asserted on the Company in respect of these cases have been summarised below.

Claims against the Company not acknowledged as Debt

Particulars	As at March 31, 2024	As at March 31, 2023
Income Tax matters (Refer table (b) below)	143.57	170.33
Indirect Tax matters (Refer table (b) below)	60.16	50.34
Legal and Other matters (Refer table (c) below)	56.56	52.49

- It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgements/decisions pending with various forums/authorities.
- The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required or disclosed as contingent liabilities where applicable, in its financial statements.

a. Guarantees

Guarantees issued by bank on behalf of the Company as on March 31, 2024 is ₹ 21.96 crore (March 31, 2023 ₹ 19.79 crore). Out of these ₹ 20.51 crore are covered by the charge created in favour of the said Company's bankers by way of hypothecation of stock and debtors.

b. Tax contingencies

Amounts in respect of claims asserted by various revenue authorities on the Company, in respect of taxes, which are in dispute, have been tabulated below:

Nature of tax	As at March 31, 2024	As at March 31, 2023
Sales tax	9.68	9.26
Excise duty	0.30	0.30
Customs duty	8.37	8.15
Income tax	143.57	170.33
Service tax	31.25	31.67
Goods and Service tax	10.56	0.96

The management believes that the claims made are untenable and is contesting them. As of the reporting date, the management is unable to determine the ultimate outcome of above matters. However, in the event the revenue authorities succeed with enforcement of their assessments, the Company may be required to pay some or all of the asserted claims and the consequential interest and penalties, which would reduce net income and could have a material adverse effect on net income in the respective reported period. Various claims pending before Industrial Tribunals and Labour Courts of which amounts are indeterminate.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

c. Amount in respect of other claims

Nature of claim	As at March 31, 2024	As at March 31, 2023
Matters relating to employee benefits	0.46	0.28
Others (claims related to contractual disputes)	56.10	52.21

Other claims include demand notices received from Mumbai Port Authority (MBPA) on four godowns taken on lease by the company from MBPA towards differential arrears of rentals for the years 2012 upto 2022 and Revised rates (SOR) from 2022 upto 2027 for these godowns. Based on the legal advice received by the Company, the demand (retrospective and prospective both) raised by the MBPA is challenged before the Bombay High Court by way of Writ petitions. The company has also filed the Writ petition for surrender of all godowns except 2 godowns.

Management is generally unable to reasonably estimate a range of possible loss for proceedings or disputes other than those included in the estimate above, including where:

- plaintiffs / parties have not claimed an amount of money damages, unless management can otherwise determine an appropriate amount;
- the proceedings are in early stages;
- there is uncertainty as to the outcome of pending appeals or motions or negotiations;
- there are significant factual issues to be resolved; and/or
- there are novel legal issues presented.

However, in respect of the above matters, management does not believe, based on currently available information, that the outcomes of the litigation, will have a material adverse effect on the Company's financial condition, though the outcomes could be material to the Company's operating results for any particular period, depending, in part, upon the operating results for such period.

40: Commitments

- Estimated amount of contract with minimum commitment for plant activity ₹ 14.24 crore (March 31, 2023 ₹ 22.79 crore).
- Estimated amount of contracts remaining to be executed on capital account of property, plant and equipment is ₹ 12.81 crore as at March 31, 2024 (March 31, 2023 ₹ 30.52 crore) and Intangible assets is ₹ 3.43 crore as at March 31, 2024 (March 31, 2023 ₹ 2.25 crore) against which advances paid aggregate ₹ 1.36 crore as at March 31, 2024 (March 31, 2023 ₹ 1.41 crore).

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

41: Research and development expenditure

The Company has incurred the following expenses on research and development activity:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
On property, plant and equipment	1.26	5.36
On items which have been expensed during the year	-	-
- Materials	3.59	3.41
- Employee benefits expense	26.58	26.46
- Breeding expense	7.97	5.62
- Professional fees	1.03	1.08
- Consumables	3.43	3.21
- Finance costs	0.02	0.01
- Travelling expenses	2.28	1.79
- Rent	0.44	0.45
- Depreciation and amortisation expense	7.27	4.89
- Others	7.18	6.36
Expenses - External agency	-	-
Total	61.05	58.64

During the year, the Company has also incurred ₹ 2.13 crore (March 31, 2023 ₹ 2.17 crore) towards capital research and development expenditure which is included under capital work-in-progress.

The total amount included in intangible assets under development (net of provision) as at March 31, 2024 is ₹ 39.96 crore (as at March 31, 2023 ₹ 47.22 crore).

Footnote:

The above figures include the amounts based on separate accounts for the Research and Developments ("R&D") Centre recognised by the Department of Scientific & Industrial Research ("DSIR"), Ministry of Science and Technology for in-house research (consonance with the DSIR guidelines for in-house R & D Centre will be evaluated at the time of filing the return with DSIR).

42: Other expenses include Auditors' Remuneration as under:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
To statutory auditors		
For audit	0.74	0.70
For limited review of quarterly results	0.26	0.23
For taxation matters	0.11	0.11
For other services	0.01	0.03
Reimbursement of expenses	0.11	0.03

Recoverable taxes which is being claimed for set-off as input credit has not been included in the expenditure above.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

43: Disclosure under Ind AS 115 - Revenue from contracts with customers

The Company is engaged into manufacturing of agri inputs. There is no impact on the Company's revenue on applying Ind AS 115 from the contract with customers.

Disaggregation of revenue from contracts with customers

Particulars	2023-24			2022-23		
	Agri Inputs	Others	Total	Agri Inputs	Others	Total
1) Revenue from contracts with customers:						
Sale of products (Transferred at point in time)						
Manufacturing						
India	1,618.58	-	1,618.58	1,715.17	-	1,715.17
Asia (Other than India)	245.80	-	245.80	322.01	-	322.01
North America	141.93	14.01	155.94	204.41	6.68	211.09
South America	75.86	-	75.86	181.48	-	181.48
Africa	25.23	-	25.23	42.56	-	42.56
Europe	109.03	-	109.03	110.60	-	110.60
Australia	4.76	-	4.76	15.82	-	15.82
Total (A)	2,221.19	14.01	2,235.20	2,592.05	6.68	2,598.73
Trading						
India	394.72	-	394.72	354.11	-	354.11
Asia (Other than India)	1.92	-	1.92	1.83	-	1.83
Africa	0.70	-	0.70	0.25	-	0.25
Total (B)	397.34	-	397.34	356.19	-	356.19
Total (A) + (B)	2,618.53	14.01	2,632.54	2,948.24	6.68	2,954.92
2) Other operating revenue						
Sale of scrap	8.81	-	8.81	11.37	-	11.37
Job work services	0.55	-	0.55	-	-	-
Liabilities written back	6.48	-	6.48	0.68	-	0.68
	15.84	-	15.84	12.05	-	12.05
Total Revenue	2,634.37	14.01	2,648.38	2,960.29	6.68	2,966.97

Major products lines

Particulars	2023-24			2022-23		
	Agri Inputs	Others	Total	Agri Inputs	Others	Total
Crop Protection*	2,000.74	-	2,000.74	2,414.39	-	2,414.39
Crop Nutrition	175.86	-	175.86	175.65	-	175.65
Polymer	-	14.01	14.01	-	6.68	6.68
Seeds	411.68	-	411.68	339.51	-	339.51
Others	30.25	-	30.25	18.69	-	18.69
Total	2,618.53	14.01	2,632.54	2,948.24	6.68	2,954.92

*Crop Protection includes Fungicide, Herbicides and Insecticides.

Sales by performance obligations

Particulars	2023-24			2022-23		
	Agri Inputs	Others	Total	Agri Inputs	Others	Total
Upon shipment	605.23	14.01	619.24	962.55	6.68	969.23
Upon delivery	2,013.30	-	2,013.30	1,985.69	-	1,985.69
Total	2,618.53	14.01	2,632.54	2,948.24	6.68	2,954.92

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

Reconciliation of revenue from contract with customer

Particulars	2023-24	2022-23
Revenue from contract with customer as per the contract price	3,505.38	3,771.11
Adjustments made to contract price on account of:-		
a) Discounts / Rebates / Incentives	180.04	162.00
b) Sales Returns / Credits / Reversals	692.80	654.19
Revenue from contract with customer	2,632.54	2,954.92
Other operating revenue	15.84	12.05
Revenue from operations	2,648.38	2,966.97

An entity's obligation to transfer goods or services to a customer for which the entity has received consideration (or the amount is due) from the customer.

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening contract liability	106.70	127.02
Add: Addition to contract liability during the year	898.40	786.74
Less: Recognised as revenue during the year	832.48	807.06
Closing contract liability	172.62	106.70

44: Title deeds of Immovable Property not held in the name of the Company

As at March 31, 2024

Relevant line item in the Balance sheet	Description of item of property	Gross block	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
Property, Plant and Equipment	Land	16.23	Allotment Letter in the name of Rallis India Limited. Lease deed yet to be executed by Gujarat Industries Development Corporation	No	Since 2008	The plot has been allotted and is in the possession of the Company. The lease deed has not yet been executed by lessor.
Property, Plant and Equipment	Building	0.03	Tata Fison Industries Limited	Yes	September 01, 1972	The agreement is in the name of Tata Fison Industries Limited (amalgamated with Rallis India Limited in 1972)

In the previous year, Company had disclosed an immovable property of ₹ 0.57 crore. During the current year, the Company has filed a declaratory suit with regards to the title in respect of the flats. The said suit is decreed in lieu of the Consent terms filed by the Parties in the Bombay High Court, wherein the Co-operative Housing Society has accepted that the Company is the member/owner of the said flats. The share certificates are issued by the Co-operative Housing Society in the name of Company. Therefore, the same is removed from the disclosure in the current year.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

As at March 31, 2023

Relevant line item in the Balance sheet	Description of item of property	Gross block	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
Property, Plant and Equipment	Land	16.23	Allotment Letter in the name of Rallis India Limited. Lease deed yet to be executed by Gujarat Industries Development Corporation	No	Since 2008	The plot has been allotted and is in the possession of the Company. The lease deed has not yet been executed by lessor.
Property, Plant and Equipment	Building	0.03	Tata Fison Industries Limited	Yes	September 01, 1972	The agreement is in the name of Tata Fison Industries Limited (amalgamated with Rallis India Limited in 1972)
Property, Plant and Equipment	Building	0.57	Rallis India Limited	NA	February 01, 1985	The Company has filed a suit with regards to the title and is awaiting a decree. The certificate for shares are held in the Cooperative Housing Society.

45: Borrowing based on security of inventory and book debts:

The quarterly returns/ statements read with subsequent revisions filed by the Company with the banks are in agreement with the books of accounts.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

46: Ratios

Type of Ratio	Numerator	Denominator	2023-24	2022-23	Variance	Reason for Variance greater than 25%
Current ratio	Current Assets	Current Liabilities	1.75	1.66	5%	NA
Debt Equity Ratio	Borrowing (current + non current) + Lease liability (current and non current)	Total equity	0.07	0.08	(8%)	NA
Debt Service Coverage Ratio	Earnings available for debt service includes Profit for the year from continuing operations + Depreciation and amortisation expense + Finance costs - Other income+non cash items such as Unrealised Forex loss, provision for doubtful debts, advances written off,deposits written off, marked to market loss and impairment of intangibles and intangibles under development	Debt Service -includes Interest & Lease Payments + Principal Repayments	2.00	0.61	226%	Variance on account of increase in earnings during the year by 23% and decrease in debt service by 62%. In previous year, there were certain one time impairments due to which earnings were lower. Also, Company had fewer repayment of borrowings on account of lesser loans taken during the year
Return on Equity (%)	Profit for the year	Average Total Equity	8.31%	5.37%	55%	Increase is on account of increase in profit as compared to previous year. In previous year, factors that contributed to a lower profit, include steep cost inflation in key raw material prices and higher provisions on account of impairment of technical know-how of seed development technology and provision for slow-moving inventory in seeds
Inventory Turnover	Cost of material consumed, Purchase of Stock in trade and Changes in Inventories	Average Inventories	1.97	2.25	(12%)	NA
Debtors Turnover	Sale of Products and Services	Average Trade Receivables	4.89	6.26	(22%)	NA
Trade Payables Turnover	Cost of material consumed, Purchase of Stock in trade and Changes in Inventories	Average Trade Payables	2.66	2.90	(8%)	NA
Net capital turnover ratio	Sale of Products and Services	Average Working Capital where Working capital is Current Assets less Current Liabilities	3.71	4.30	(14%)	NA

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

Type of Ratio	Numerator	Denominator	2023-24	2022-23	Variance	Reason for Variance greater than 25%
Net Profit Margin (%)	Profit for the year	Sale of Products and Services	5.62%	3.11%	81%	Higher net profit margin ratio is on account of increase in profit for the year as compared to the previous year. In previous year, factors that contributed to a lower profit, include steep cost inflation in key raw material prices and higher provisions on account of impairment of technical know-how of seed development technology and provision for slow-moving inventory in seeds.
Return on Capital employed (%)	Earning before interest and taxes	Tangible Net worth+Total Debt+Deferred Tax Liability	10.86%	7.47%	45%	Increase due to higher profitability during the current year as mentioned above
Return on investment (%)	Profit for the year	Average Total Equity	8.31%	5.37%	55%	Increase due to higher profitability during the current year as mentioned above

47: Trade payable includes amount payable to Micro, Small and Medium Enterprises as follows

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Principal amount remaining unpaid to any supplier at the end of the accounting year*	11.57	17.48
(ii) Interest due thereon remaining unpaid to any supplier at the end of the accounting year	-	-
(iii) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year		
a) The amount of principal paid beyond the appointed date	33.70	-
b) The amount of interest paid beyond the appointed date	0.18	-
(iv) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(v) the amount of interest accrued and remaining unpaid at the end of each accounting year	0.12	-
(vi) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

* out of above, amount overdue is ₹ Nil (March 31, 2023 ₹ Nil)

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

48: The gross amount required to be spent by the Company during the year towards Corporate Social Responsibility (CSR) as per the provision of section 135 of the Companies Act, 2013 amounts to ₹ 4.85 crore (March 31, 2023 ₹ 5.20 crore). Amount spent during the year on CSR activities (included in Note 29 and Note 32 of the Statement of Profit and Loss) as under:

Particulars	Item from the list of activities in Schedule VII to the Act	For the year ended March 31, 2024	For the year ended March 31, 2023
Jal dhan (Water harvesting)	Environmental sustainability ,Rural development projects & making available safe drinking water	1.07	0.64
RUBY (Education)	Promoting education, including special education	1.09	0.79
Model Tribal Village	Promoting education, eradicating hunger, promoting gender equality, empowering women and ensuring environmental sustainability	0.79	1.06
Prithvi mitra (Greening)	Environmental sustainability	0.14	0.12
TaRa (Skilling and Women empowerment)	Enhancing vocational skills, Promoting gender equality & Rural development Projects	0.51	0.48
C-Safe and U R Safe (Farmer initiatives)	Rural development projects	0.83	0.63
Rural Development, Healthcare and Sanitation	Rural development projects, promoting education, including special education and Eradicating hunger, poverty and malnutrition, and making available safe drinking water	0.53	0.34
Integrated Village Development	Eradicating hunger, poverty and malnutrition, and making available safe drinking water	-	0.90
Disaster management	Disaster management, including relief, rehabilitation and reconstruction activities	0.01	-
Administrative Overheads	Expenditure for the ancillary activities	0.24	0.26
Corporate Social Responsibility expenses for the year		5.21	5.22
Gross amount required to be spent by the company during the year based on the limits calculated as per Section 135 of the Companies Act, 2013		4.85	5.20
Gross amount approved by the board for CSR		5.21	5.20
Amount spent during the year on:			
(i) Construction/acquisition of any asset		-	-
(ii) On purposes other than (i) above		5.21	5.22
Provision for CSR Expenses			
Opening Balance		-	-
Add: Provision created during the year		5.21	5.22
Less: Provision utilised during the year		5.21	5.22
Closing Balance		-	-
The amount of shortfall at the end of the year out of the amount required to be spent by the Company during the year		-	-
The total of previous years' shortfall amounts		-	-
The reason for above shortfalls by way of a note		-	-

Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

49: Relationship and Transactions with Struck off Companies

Name of the struck off Company	Nature of transactions with struck off Company	Balance outstanding as at March 31, 2024	Relationship with the struck off Company if any, to be disclosed	Balance outstanding as at March 31, 2023	Relationship with the struck off Company if any, to be disclosed
SOFTGUARD POWERTRONICS PRIVATE LIMITED (CIN:U31200TG2000PTC035015)	Payable	-	Not Applicable	#	Not Applicable
SHAH SECURITIES PVT LTD (CIN:U67120MH1992PTC068868)	Shareholder	-	Not Applicable	300*	Not Applicable
ARIHANTS SECURITIES LIMITED (CIN:U74920OR1995PLC003957)	Shareholder	-	Not Applicable	1000*	Not Applicable
H P INSURANCE AGENTS PRIVATE LIMITED (CIN:U65999DL2004PTC124802)	Shareholder	-	Not Applicable	300*	Not Applicable

* In case of Shareholders, numbers shown above represents no. of shares of face value of ₹ 1 each held.

The Company has entered into above mentioned transactions in ordinary course of business and the Company does not have any relationship with these struck off Companies.

Vaue below ₹ 10 K

50: Other Statutory Information:

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year
- The Company has not been declared as wilful defaulter by any bank or financial institution or other lender
- The Company has not entered in to any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

51: Exceptional item as disclosed in Statement of Profit and Loss for the year ended March 31, 2024, comprises profit on sale of flat (net of costs) of ₹ 0.68 crore (March 31, 2023 ₹ 0.62 crore comprises profit on sale of land)

52: Subsequent event

The Board of Directors at its meeting held on 22 April, 2024 has recommended a dividend of ₹ 2.50 per equity share (March 31, 2023 ₹ 2.50 per equity share), subject to shareholders approval at annual general meeting.



Notes to the Financial Statements for the year ended March 31, 2024

All amounts are in ₹ crore unless otherwise stated

53: In the current year, the Company has adopted to present numbers in crore.

54: The MCA wide notification dated March 24, 2021 has amended Schedule III to the Companies Act, 2013 in respect of certain disclosures. The Company has incorporated appropriate changes in the financial statements of 31 March, 2024 and 31 March, 2023.

As per our report of even date attached
For B S R & Co. LLP
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Tarun Kinger
Partner
Membership No. 105003
Mumbai, April 22, 2024

For and on behalf of the Board of Directors of Rallis India Limited

Gyanendra Shukla *Managing Director & CEO*
(DIN: 02922133)

Padmini Khare Kaicker *Director*
(DIN: 00296388)

R. Mukundan *Director*
(DIN: 00778253)

Subhra Gourisaria *Chief Financial Officer*
(M. No. 062955)

Srikant Nair *Company Secretary*
(M. No. A30208)

Mumbai, April 22, 2024

Independent Practitioners' Limited Assurance Report

To the Directors of Rallis India Limited

Assurance report on select sustainability disclosures in the Integrated Annual Report prepared in accordance with the Business Responsibility and Sustainability Reporting (BRSR) framework and with reference to the Global Reporting Initiative (GRI) Standards 2021 (together called 'Identified Sustainability Information' (ISI)) of Rallis India Limited (the 'Company') for the period from 1 April 2023 to 31 March 2024.

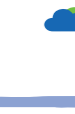
Opinion

We have performed an assurance engagement on the Identified Sustainability Information (ISI) as detailed in the table below:

Identified Sustainability Information (ISI) subject to assurance	Period subject to assurance	Page number in the Annual Report	Reporting criteria
Select GRI and BRSR attributes (which are not part of BRSR Core) (refer Annexure II)	From 1 April 2023 to 31 March 2024	116 to 151 and 254 to 257	<ul style="list-style-type: none"> - GRI Standards 2021 - Regulation 34(2)(f) of the Securities and Exchange Board of India (SEBI) Listing Obligations and Disclosure Requirements (SEBI LODR) - World Resource Institute (WRI) / World Business Council for Sustainable Development (WBCSD) Greenhouse Gas (GHG) Protocol (A Corporate Accounting and Reporting Standards) - Corporate Value Chain (Scope 3) Accounting & Reporting Standard - Guidance note for BRSR format issued by SEBI

This engagement was conducted by a multidisciplinary team including assurance practitioners, engineers, and environmental and social professionals.

Based on the procedures performed and evidence obtained, nothing has come to our attention to cause us to believe that the company's Identified Sustainability Information on pages [116] to [151] and [254] to [257] of the Integrated Annual Report relating to select GRI and BRSR attributes (which are not part of BRSR Core) for the year ended 31 March 2024, subject to limited assurance is not prepared, in all material respects, in accordance with the the World Resource Institute (WRI)/World Business Council for Sustainable Development (WBCSD) Greenhouse Gas (GHG) Protocol (A Corporate Accounting and Reporting Standards), and the Corporate Value Chain (Scope 3) Accounting & Reporting Standard, Regulation 34(2)(f) of the Securities and Exchange Board of India (SEBI) Listing Obligations and Disclosure Requirements (SEBI LODR) and with reference to the GRI Standards (2021) and basis of preparation set out in page 116 Section A: General Disclosures 13 of the Integrated Annual Report.



We do not express an assurance opinion on information in respect of any other information included in the Integrated Annual Report 2024 or linked from the Sustainability Information or from the Integrated Annual Report 2023, including any images, audio files or embedded videos.

We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3000 (Revised), Assurance Engagements Other Than Audits or Reviews of Historical Financial Information, and ISAE 3410, Assurance Engagements on Greenhouse Gas Statements, issued by the International Auditing and Assurance Standards Board (IAASB). Our responsibilities under those standards are further described in the "Our responsibilities" section of our report.

We have complied with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA).

Our firm applies International Standard on Quality Management (ISQM) 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements, issued by the IAASB. This standard requires the firm to design, implement and operate a system of quality management, including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Other information

Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Integrated Annual Report (but does not include the select BRSR and GRI attributes and assurance report thereon). Additionally, we have performed a reasonable assurance engagement on BRSR Core indicators and issued an independent assurance report on 28 May 2024.

Our report thereon is included with the other information.

Our limited assurance opinion on the ISI does not extend to other information that accompanies or contains the 'ISI and our assurance report' (hereafter referred to as "other information"). We have read the other information, but we have not performed any procedures with respect to the other information.

Other matter

Select BRSR and GRI attributes of the Company for the year ended 31 March 2023 were assured by the previous assurance practitioner who had expressed an unmodified opinion on 19 May 2023.

Our opinion is not modified in respect of this matter.

Intended use or purpose

The ISI and our limited assurance report are intended for users who have reasonable knowledge of the BRSR attributes and GRI attributes, the reporting criteria and ISI and who have read the information in the ISI with reasonable diligence and understand that the ISI is prepared and assured at appropriate levels of materiality.

Our opinion is not modified in respect of this matter.

Responsibilities for Identified Sustainability Information (ISI)

The management of the company are responsible for:

- designing, implementing and maintaining internal control relevant to the preparation of the Identified Sustainability Information that is free from material misstatement, whether due to fraud or error;
- selecting or developing suitable criteria for preparing the Identified Sustainability Information and appropriately referring to or describing the criteria; and
- preparing the Identified Sustainability Information in accordance with the reporting criteria.

Those charged with governance are responsible for overseeing the reporting process for the company's ISI.

Exclusions:

Our assurance scope excludes the following and therefore we will not express a conclusion on the same:

- Any form of review of the commercial merits, technical feasibility, accuracy, compliance with applicable legislation for the project, and accordingly we will express no opinion thereon. We will also not be required to verify any of the judgments and commercial risks associated with the project, nor comment upon the possibility of the financial projections being achieved.
- Operations of the Company other than those mentioned in the "Scope of Assurance".
- Aspects of the BRSR and GRI attributes and the data/information (qualitative or quantitative) other than the ISI.
- Data and information outside the defined reporting period i.e., 1 April 2023 to 31 March 2024.
- The statements that describe expression of opinion, belief, aspiration, expectation, aim, or future intentions provided by the Company.

Inherent limitations

The preparation of the company's sustainability information requires the management to establish or interpret the criteria, make determinations about the relevancy of information to be included, and make estimates and assumptions that affect the reported information.

Measurement of certain amounts and BRSR and GRI attributes, some of which are estimates, is subject to substantial inherent measurement uncertainty, for example GHG emissions, water footprint, energy footprint. Obtaining sufficient appropriate evidence to support our opinion/conclusion does not reduce the uncertainty in the amounts and metrics.

Our responsibilities

We are responsible for:

- planning and performing the engagement to obtain a limited assurance about whether the ISI is free from material misstatement, whether due to fraud or error;
- forming an independent conclusion, based on the procedures we have performed and the evidence we have obtained; and
- reporting our conclusion to the Directors of Rallis.

Summary of the work we performed as the basis for our conclusion

We exercised professional judgement and maintained professional skepticism throughout the engagement. We designed and performed our procedures to obtain evidence that is sufficient and appropriate to provide a basis for limited assurance conclusion.

Our procedures selected depended on our understanding of the information subject to limited assurance and other engagement circumstances, and our consideration of areas where material misstatements are likely to arise. In carrying out our engagement, we:

- assessed the suitability of the criteria used by the company in preparing the information subject to limited assurance;
- interviewed senior management and relevant staff at corporate and selected locations concerning policies for occupational health and safety, and the implementation of these across the business;
- through inquiries, obtained an understanding of Rallis's control environment, processes and information systems relevant to the preparation of the information subject to limited assurance, but did not evaluate the design of particular control activities, obtain evidence about their implementation or test their operating effectiveness;
- made inquiries of relevant staff at corporate and selected locations responsible for the preparation of the information subject to limited assurance;
- undertook ten site visits out of which four were physical site visits, two were virtual site visits, and four were desk reviews; we selected these sites based on the relative size of the workforce of these locations to the total workforce, unexpected fluctuations in the information subject to limited assurance since the prior period, and sites not visited in the prior period;
- inspected, at each site visited, a limited number of items to or from supporting records, as appropriate;
- applied analytical procedures, as appropriate;



- recalculated the information subject to limited assurance based on the criteria; and
- evaluated the overall presentation of the information subject to limited assurance to determine whether it is consistent with the criteria and in line with our overall knowledge of, and experience with, the company's occupational health and safety.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

Shivananda Shetty

Partner

KPMG Assurance and Consulting Services LLP

Date: 28 May 2024

Place: Mumbai

Annexure II
Select BRSR and GRI attributes

GRI Indicator	BRSR Linkage	Type of Assurance
303-3-b-(i-iv), 303-4-a-(i-ii) Water withdrawal	P6 L1 - Water withdrawal, consumption, and discharge in areas of water stress (in kiloliters)	Limited
303-1-(a), 303-2-(a), 303-4 303-3-b-(i-iv), 303-4-a-(i-iv) Water discharge	P6 L1 - Water withdrawal, consumption, and discharge in areas of water stress (in kiloliters)	Limited
303-5 (a) 303-3-b-(i-iv), 303-4-a-(i-ii) Consumption	P6 L1 - Water withdrawal, consumption, and discharge in areas of water stress (in kiloliters)	Limited
304, 413-1-(a-ii), 303-1- (a), 303-1- (c) Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	P6 E11 - If the entity has operations/offices in/around ecologically sensitive areas where environmental approvals / clearances are required, please specify the location and type of operations and if the conditions of environmental approval / clearance are being complied with?	Limited
304-2, 304-2-a-(i-vi), 304-2-b-(i-iv), 304-3-(a) Significant impacts of activities, products and services on biodiversity	P6 L3 - With respect to the ecologically sensitive areas, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.	Limited
305-3, 305-3- (a, b)Other indirect (Scope 3) GHG emissions	P6 L2 - Provide details of total Scope 3 emissions	Limited
305-4- (a), (b), (c), (d) GHG emissions intensity	P6 L2 – Provide details of total Scope 3 emissions intensity	Limited
305-5-(a), (b), (c), (d) Reduction of GHG emission	P6 E8 - Projects related to reduction of Green House Gas emissions	Limited
305-7- (a), (b), (c)Nitrogen oxides (NOx), sulfur oxides (SOx), and other significant air emissions	P6 E6 - Provide details of air emissions (other than GHG emissions) by the entity	Limited
308-1, 308-1 (a) New suppliers that were screened using environmental criteria	P6 L5 - Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts	Limited
401-1 (b) New employee hires and employee turnover	General Disclosure 22 - Turnover rate for permanent employees and workers	Limited
401-2, 201-3-b-(i-iii), 201-3-c, 201-3-d, 201- 3-e Benefits provided to full-time employees that are not provided to temporary or part-time employees	P3 E2 - Details of retirement benefits, for Current Financial Year	Limited
401-3 Parental leave	P3 E5 - Return to work and Retention rates of permanent employees that took parental leave	Limited



GRI Index

The information cited in this GRI index for the period April 1, 2023 to March 31, 2024 with reference to the GRI Standards (GRI 1: Foundation 2021):

GRI STANDARD	DISCLOSURE	SECTION	PAGE NO.
GRI 2: General Disclosures 2021	2-1 Organizational details	BRSR	116
	2-2 Entities included in the organization's sustainability reporting	BRSR	117, 118
	2-3 Reporting period, frequency and contact point	BRSR	116
	2-4 Restatements of information	BRSR	116
	2-5 External assurance	BRSR	116, 152-155
	2-6 Activities, value chain and other business relationships	BRSR Stakeholder Engagement	135, 136 26-29
	2-7 Employees	BRSR	117, 118
	2-8 Workers who are not employees	BRSR	117, 118
	2-9 Governance structure and composition	ESG Approach CG BRSR	44, 45 86-88 122
	2-10 Nomination and selection of the highest governance body	CG BRSR	86-88 122
	2-11 Chair of the highest governance body	CG BRSR	88 122
	2-12 Role of the highest governance body in overseeing the management of impacts	CG BRSR	97, 98 122
	2-13 Delegation of responsibility for managing impacts	CG BRSR	86, 87 122
	2-14 Role of the highest governance body in sustainability reporting	CG BRSR	97-98 122
	2-15 Conflicts of interest	BRSR	126
	2-16 Communication of critical concerns	BRSR	119, 126, 134, 139, 140, 149, 150
	2-17 Collective knowledge of the highest governance body	BRSR	122
	2-18 Evaluation of the performance of the highest governance body	BR CG	56 92
	2-19 Remuneration policies	BR CG	60, 61 98
	2-20 Process to determine remuneration	CG	93, 94, 98, 99
	2-21 Annual total compensation ratio	BR BRSR	71 139
	2-22 Statement on sustainable development strategy	ESG Approach MDA BRSR	36 -38 81, 82 122
	2-23 Policy commitments	BRSR	121-123
	2-24 Embedding policy commitments	BRSR	121-123
	2-25 Processes to remediate negative impacts	BRSR	119, 120
	2-26 Mechanisms for seeking advice and raising concerns	BRSR	119, 120, 125, 134, 139, 140, 148-150

GRI STANDARD	DISCLOSURE	SECTION	PAGE NO.
	2-27 Compliance with laws and regulations	BRSR	124, 125, 145
	2-28 Membership associations	BRSR	148
	2-29 Approach to stakeholder engagement	BRSR	136, 137
	2-30 Collective bargaining agreements	BRSR	132
GRI 3: Material Topics 2021	3-1 Process to determine material topics	Materiality Assessment	22-25
	3-2 List of material topics	Materiality Assessment BRSR	23 119
	3-3 Management of material topics	Materiality Assessment BRSR	24, 25 120
GRI 201: Economic Performance 2016	201-1 Direct economic value generated and distributed	Financial Capital	18
	201-2 Financial implications and other risks and opportunities due to climate change	Risk Management Framework	34, 35
	201-3 Defined benefit plan obligations and other retirement plans	BRSR	130
GRI 204: Procurement Practices 2016	204-1 Proportion of spending on local suppliers	BRSR	149
GRI 205: Anti-corruption 2016	205-1 Operations assessed for risks related to corruption	BRSR	126
	205-2 Communication and training about anti-corruption policies and procedures	BRSR	126
	205-3 Confirmed incidents of corruption and actions taken	BRSR	126
GRI 301: Materials 2016	301-2 Recycled input materials used	BRSR	129
	301-3 Reclaimed products and their packaging materials	BRSR	129
GRI 302: Energy 2016	302-1 Energy consumption within the organisation	BRSR	141
	302-3 Energy intensity	Natural Capital ESG Approach BRSR	21 36, 39 141
	302-4 Reduction of energy consumption	Natural Capital ESG Approach BRSR	21 36 141
	302-5 Reductions in energy requirements of products and services	Natural Capital ESG Approach BRSR	21 36 139
	302-2 Energy intensity	BRSR	141
GRI 303: Water and Effluents 2018	303-1 Interactions with water as a shared resource	BRSR	142
	303-2 Management of water discharge-related impacts	BRSR	142
	303-3 Water withdrawal	BRSR	142
	303-4 Water discharge	BRSR	142
	303-5 Water consumption	BRSR	142



GRI STANDARD	DISCLOSURE	SECTION	PAGE NO.
GRI 305: Emissions 2016	305-1 Direct (Scope 1) GHG emissions	BRSR	143
	305-2 Energy indirect (Scope 2) GHG emissions	BRSR	143
	305-3 Other indirect (Scope 3) GHG emissions	BRSR	146
	305-4 GHG emissions intensity	BRSR	143
	305-5 Reduction of GHG emissions	ESG Approach BRSR	39 143
	305-7 Nitrogen oxides (NOx), sulfur oxides (SOx), and other significant air emissions	BRSR	143
GRI 306: Waste 2020	306-1 Waste generation and significant waste-related impacts	ESG Approach BRSR	39 144
	306-2 Management of significant waste-related impacts	ESG Approach BRSR	39 144
	306-3 Waste generated	BRSR	144
	306-4 Waste diverted from disposal	BRSR	144
	306-5 Waste directed to disposal	BRSR	144
GRI 308: Supplier Environmental Assessment 2016	308-2 Negative environmental impacts in the supply chain and actions taken	BRSR	147
GRI 401: Employment 2016	401-1 New employee hires and employee turnover	Human Capital BRSR	20 118
	401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employees	BRSR	130
	401-3 Parental leave	BRSR	131
GRI 403: Occupational Health and Safety 2018	403-1 Occupational health and safety management system	BRSR	133, 134
	403-2 Hazard identification, risk assessment, and incident investigation	BRSR	133-135
	403-3 Occupational health services	BRSR	133
	403-4 Worker participation, consultation, and communication on occupational health and safety	BRSR	132
	403-5 Worker training on occupational health and safety	BRSR	132
	403-6 Promotion of worker health	BRSR	133
	403-7 Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	BRSR	134
	403-8 Workers covered by an occupational health and safety management system	BRSR	132
	403-9 Work-related injuries	BRSR	135
	403-10 Work-related ill health	BRSR	135
GRI 404: Training and Education 2016	404-1 Average hours of training per year per employee	Human Capital BRSR	20 132
	404-2 Programs for upgrading employee skills and transition assistance programs	BRSR	132
	404-3 Percentage of employees receiving regular performance and career development reviews	BRSR	132

GRI STANDARD	DISCLOSURE	SECTION	PAGE NO.
GRI 405: Diversity and Equal Opportunity 2016	405-1 Diversity of governance bodies and employees	Human Capital BRSR	20 118
	405-2 Ratio of basic salary and remuneration of women to men	BRSR	139
GRI 406: Non-discrimination 2016	406-1 Incidents of discrimination and corrective actions taken	BRSR	139
GRI 410: Security Practices 2016	410-1 Security personnel trained in human rights policies or procedures	BRSR	138
GRI 413: Local Communities 2016	413-1 Operations with local community engagement, impact assessments, and development programs	BRSR	148, 149
	413-2 Operations with significant actual and potential negative impacts on local communities	BRSR	149
GRI 417: Marketing and Labeling 2016	417-1 Requirements for product and service information and labeling	BRSR	151
GRI 418: Customer Privacy 2016	418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer data	BRSR	150, 151



Notice

NOTICE IS HEREBY GIVEN THAT THE SEVENTY-SIXTH (76TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF RALLIS INDIA LIMITED WILL BE HELD ON THURSDAY, JUNE 20, 2024 AT 11:00 A.M. (IST) THROUGH VIDEO CONFERENCING FACILITY OR OTHER AUDIO VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on the Equity Shares for the financial year ended March 31, 2024.
3. To appoint a Director in place of Mr. R. Mukundan (DIN: 00778253), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

4. **Ratification of Remuneration of the Cost Auditors**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 6,00,000 plus applicable taxes, travelling and out-of-pocket expenses incurred in connection with the cost audit payable to D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611), who are appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year ending March 31, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Notes:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 along with subsequent circulars issued in this regard and the latest dated September 25, 2023 (collectively referred to as 'MCA Circulars'), permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM') without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Master Circular dated July 11, 2023 read with Circular dated October 7, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard have provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the SEBI Listing Regulations and MCA Circulars, the 76th AGM of the Company is being held through VC/OAVM on **Thursday, June 20, 2024 at 11:00 a.m. (IST)**. The deemed venue of the 76th AGM shall be the Registered Office of the Company situated at 23rd Floor, Vios Tower, New Cuffe Parade, Off Eastern Freeway, Wadala, Mumbai - 400 037.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 4 of the Notice is annexed hereto. The Board of Directors have considered and decided to include Item No. 4 as given above, as Special Business in the forthcoming AGM as it is unavoidable in nature.

The relevant details as set out under Item No. 3 of the Notice pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings, as amended and issued by the Institute of Company Secretaries of India ('ICSI') in respect of the Director seeking re-appointment at this AGM are also annexed to this Notice.

4. The Members can join the AGM in the VC/OAVM mode 30 minutes before and up to 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The Members will be able to view the live proceedings by logging into the National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.

The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 76th AGM through VC/OAVM facility. Corporate/Institutional Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutiniser by e-mail at bhaskar@nlba.in with a copy marked to evoting@nsdl.com.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and relevant documents referred to in the Notice of this AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. Members who wish to inspect such documents can send their requests to the Company at investor_relations@rallis.com by mentioning their name and Folio number/DP ID and Client ID.
8. In line with the MCA and SEBI Circulars, the Notice of the AGM along with the Integrated Annual Report 2023-24

is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participants, unless any Member has requested for a physical copy of the same. The Company shall send a physical copy of the Integrated Annual Report 2023-24 to those Members who request the same at investor_relations@rallis.com mentioning their Folio No. / DP ID and Client ID. The Notice convening the 76th AGM has been uploaded on the website of the Company at www.rallis.com under 'Investors' section and can also be accessed on the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.

9. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's Website at <https://www.rallis.com/investors/investor-information>.

10. Registrar and Transfer Agent

Pursuant to the Order passed by National Company Law Tribunal (NCLT) dated December 18, 2023, TSR Consultants Private Limited has merged with Link Intime India Private Limited ('Link Intime') with effect from December 22, 2023. Accordingly, Link Intime India Private Limited are the Registrar & Transfer Agents ('Registrar' or 'RTA') of the Company effective December 22, 2023.

11. Record Date and Dividend:

- i. The Company has fixed **Monday, June 3, 2024** as the 'Record Date' for determining entitlement of Members to dividend for the financial year ended March 31, 2024, if declared at the AGM.

The dividend of ₹ 2.5 per share (i.e. 250%) on the Equity Shares of the Company of ₹ 1 each, if declared at the AGM, will be paid subject to deduction of income tax at source ('TDS'), as applicable, on or after **Monday, June 24, 2024** as under:

For Shares held in electronic form: To all the Beneficial Owners as of the close of business hours on **Monday, June 3, 2024** as per the data as made available by NSDL and Central Depository Services (India) Limited ('CDSL'); and



For Shares held in physical form: To all the Members, whose names appears in the Company's Register of Members after giving effect to valid transmission and transposition requests lodged with the Company as of the close of business hours on **Monday, June 3, 2024.**

- ii. Dividend income is taxable in the hands of the Shareholders and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company/Link Intime by sending documents through e-mail by **Friday, May 31, 2024.** The detailed process is available on the website of the Company at: <https://www.rallis.com/investors/investor-information>.

A communication providing information and detailed instructions with respect to tax on the dividend for the financial year ended March 31, 2024 is being sent separately to the Members whose e-mail addresses are registered with the Company/DPs.

- iii. SEBI, vide its Master Circular dated May 17, 2023 and subsequent notifications thereto, had made it mandatory for holders of physical securities to furnish details of PAN, KYC (Postal Address, Mobile Number, e-mail, Bank Details, Signature) and Nomination/opt-out of Nomination.

In order to mitigate unintended challenges on account of freezing of folios and referring frozen folios to the administering authority under the aforesaid Acts, SEBI, vide its Circular dated November 17, 2023, has done away with the provision regarding freezing of folios lacking PAN, KYC, and Nomination details or referring them to the administering authorities.

Further SEBI has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.

The relevant forms are available on the Company's website at <https://www.rallis.com/investors/investor-information> and on the website of the RTA at <https://linkintime.co.in/downloads.html>.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024.pdf.

- iv. **Updation of mandate for receiving dividends directly in bank account through Electronic Clearing System or any other means in a timely manner:**

Shares held in physical form: Members are requested to send the following documents in original to Link Intime latest by **Friday, May 31, 2024:**

- a. Form ISR-1 along with the supporting documents. The said form is available on the website of the Company at <https://www.rallis.com/investors/investor-information> and on the website of the RTA at <https://liiplweb.linkintime.co.in/KYC-downloads.html>
- b. Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:
 - i) cancelled cheque in original.
 - ii) bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and the full address of the Bank branch.
- c. Self-attested photocopy of the PAN Card of all holders; and
- d. Self-attested photocopy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Members holding shares in physical form who are non KYC compliant may please note that the payment of dividend will be held in abeyance till such time the Member submits the required information in prescribed forms along with the supporting documents.

Shares held in electronic form: Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not be able to accept any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members are requested to update their Electronic Bank Mandate with their respective DPs by **Friday, May 31, 2024.**

The Members holding shares in electronic form who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration/incomplete registration of Bank details, the Company shall despatch the demand draft to such Members.

Further, please note that instructions, if any, already given by the Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

12. Unpaid/Unclaimed Dividend and Shares

Pursuant to the provisions of Section 124 of the Act, the dividend which remains unpaid/unclaimed for a period of seven years from the date of transfer to the unpaid dividend account of the Company is required to be transferred to the Investor Education and Protection Fund ('IEPF') established by the Central Government. The details of unclaimed dividend/shares transferred to IEPF during FY 2023-24 have been provided in the Corporate Governance Report which forms part of this Integrated Annual Report.

13. Updation of PAN and other details

Pursuant to SEBI Master Circular dated May 17, 2023 ('SEBI Master Circular'), it is mandatory to furnish PAN, KYC details (i.e. postal address with pin code, e-mail address, mobile number, bank account details) and Nomination details by holders of physical securities through Form ISR-1.

Members holding shares of the Company in physical form are requested to go through the requirements hosted on the website of the Company at <https://www.rallis.com/investors/investor-information> and furnish the requisite details.

Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, mobile number, PAN, registration of nomination, power of attorney registration, bank mandate details, etc. to their DPs in case the shares are held in electronic form and to the

Registrar at csg-unit@linkintime.co.in in case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records.

A communication is being sent by the Company to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form are requested to go through the requirements on the website of the Company at <https://www.rallis.com/investors/investor-information> to furnish the abovementioned details.

Further, relevant FAQs published by SEBI on its website can be viewed at https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf.

14. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company has stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

Further, Members may please note that pursuant to aforesaid SEBI Master Circular, listed companies are mandated to issue securities in demat form only, while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 or Form ISR-5 (for transmission), the formats of which are available on the website of the Company at www.rallis.com/investors/investor-information. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

15. The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrar to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend, etc. This request should be submitted in Form ISR-1. Members holding shares in physical form are requested to submit the filled-in form to the Company or to the Registrar in original as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DPs only and not to the Company or Link Intime.



16. **Nomination facility:** As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms can be downloaded from the website of the Company at www.rallis.com/investors/investor-information. Members are requested to submit the requisite form to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no.

17. Members may contact Link Intime at cs-unit@linkintime.co.in for any assistance relating to the shares of the Company.

18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

19. **Process for registering e-mail addresses to receive the credentials for remote e-Voting along with this Notice:**

Member, whose e-mail address is not registered with the Company/RTA or with their respective DPs and who wish to receive the credentials for remote e-Voting along with the Notice of the 76th AGM and the Integrated Annual Report 2023-24 can get their e-mail address registered by sending a request to the Company at investor_relations@rallis.com on or before 5.00 p.m. (IST) on Thursday, June 13, 2024.

Registration of e-mail addresses permanently with the Company/DPs:

To support the Green initiative, Members are requested to register their e-mail addresses with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA for all future communications.

20. **Remote e-Voting before/during the AGM:**

i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management

and Administration) Rules, 2014, Secretarial Standard-2 on General Meetings issued by ICSI and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, read with the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted as mentioned in the Notice of the AGM. For this purpose, the Company has appointed NSDL for facilitating voting through electronic means. The facility of casting votes by a Member using remote e-Voting before the Meeting as well as remote e-Voting during the AGM will be provided by NSDL.

ii. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of **Thursday, June 13, 2024**, may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as during the AGM. Any non-individual Member or Member holding securities in physical mode who acquires shares of the Company and becomes a Member of the Company after the despatch of the Notice and holding shares as on the cut-off date i.e. **Thursday, June 13, 2024**, may obtain the User ID and Password by sending a request at evoting@nsdl.com.

Individual Members holding securities in demat mode, who acquire shares of the Company and becomes a Member of the Company after despatch of the Notice and holding shares as of the cut-off date i.e. **Thursday, June 13, 2024**, may follow the login process mentioned below in point 23(B).

iii. The remote e-Voting period commences on **Sunday, June 16, 2024 at 9.00 a.m. (IST)** and ends on **Wednesday, June 19, 2024 at 5.00 p.m. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before/during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of **Thursday, June 13, 2024**.

iv. Members will be provided with the facility for voting through remote e-Voting during the proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote on such resolution(s) again.

v. The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

21. Mr. Bhaskar Upadhyay (Membership No. FCS 8663/CP No. 9625) or failing him, Mr. Bharat Upadhyay (Membership No. FCS 5436/CP No. 4457) of N. L. Bhatia & Associates, Practising Company Secretaries, as the Scrutiniser to scrutinise the remote e-Voting process before and during the AGM in a fair and transparent manner.

22. The Scrutiniser will submit his report to the Chairman or to any other person authorised by the Chairman after completion of scrutiny of the votes cast through remote e-Voting before/during the AGM, within the time stipulated under the applicable laws. The results declared along with the Scrutiniser's report shall be communicated to the Stock Exchanges on which the Company's shares are listed and will also be displayed on the Company's website at www.rallis.com; NSDL's website at www.evoting.nsdl.com and Notice board at the Registered Office of the Company.

23. Instructions for Members for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below:

A. INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM

i. Members will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast through the NSDL e-Voting system. You may access the same at www.evoting.nsdl.com by using your remote e-Voting credentials. Members may access the same by following the steps mentioned below for login to NSDL e-Voting system. After successful login, you can see link of 'VC/OAVM' placed under 'Join Meeting' menu against

the Company's name. You are requested to click on 'VC/OAVM' link placed under 'Join Meeting' menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company i.e. **128615** will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice to avoid last minute rush.

ii. Members may join the Meeting through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot might experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

iii. Members are encouraged to submit their questions with regard to the financial statements or any other matter to be placed at the 76th AGM from their registered e-mail address, mentioning their name, DP ID and Client ID/Folio No. and mobile number in advance at investor_relations@rallis.com before 11.00 a.m. (IST) on Monday, June 17, 2024. Such questions of the Members shall be suitably replied to by the Company.

iv. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio No., PAN and mobile no. at investor_relations@rallis.com from Friday, June 14, 2024 (9.00 a.m. IST) to Monday, June 17, 2024 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

v. Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact NSDL on evoting@nsdl.com / 022-4886 7000 or send a request to Ms. Pallavi Mhatre, NSDL or Mr. Amit Vishal, NSDL at evoting@nsdl.com.



B. INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/DURING THE AGM

How do I vote electronically using NSDL e-Voting system?



The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email address in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value-added services. Click on 'Access to e-Voting' under e-Voting services and you will be able to see e-Voting page. Click on the Company name or e-Voting service provider (ESP) i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual Meeting and e-Voting during the Meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/. Select 'Register Online for IDeAS Portal' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the Company name or ESP i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual Meeting and e-Voting during the Meeting. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and My Easi New (Token) and then use your existing my Easi username and password. After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual Meeting and voting during the Meeting. Additionally, there are also links provided to access the system of all ESP, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com. Click on login and My Easi New (Token) and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also be able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the Company name or ESP i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual Meeting and voting during the Meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use 'Forget User ID' and 'Forget Password' option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual Meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL by clicking/typing the following URL: www.evoting.nsdl.com either on a personal computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.



- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can log-in at <https://eservices.nsd.com/> with your existing IDeAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****
c) For Members holding shares in Physical Form	EVEN followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 128615, then User ID is 128615001***

- Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

- If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

- Click on **'Forgot User Details/Password?'** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- 'Physical User Reset Password?'** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at e-voting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
- Now, you will have to click on 'Login' button.
- After you click on the 'Login' button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies EVEN in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select 'EVEN' of the Company i.e. 128615 for which you wish to cast your vote during the remote e-Voting period. For joining virtual meeting, you need to click on 'VC/OAVM' link placed under 'Join Meeting'.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- Upon confirmation, the message 'Vote cast successfully' will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The instructions for remote e-Voting during the AGM are as under:

- The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/OAVM.
- Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through remote e-Voting system during the AGM.
- Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for remote e-Voting during the AGM shall be the same person mentioned for remote e-Voting.

General Guidelines for shareholders

- Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to bhaskar@nlba.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on 'Upload Board Resolution/Authority Letter' displayed under 'e-Voting' tab in their login.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsd.com to reset the password.



- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre or Mr. Amit Vishal at evoting@nsdl.com.

By Order of the Board of Directors

Srikant Nair

Company Secretary & Compliance Officer

ACS 30208

Mumbai, April 22, 2024

Registered Office:

Rallis India Limited
23rd Floor, Vios Tower,
New Cuffe Parade, Off Eastern Freeway,
Wadala, Mumbai - 400 037
CIN: L36992MH1948PLC014083
Tel. No.: +91 22 6232 7400
E-mail: investor_relations@rallis.com
Website: www.rallis.com

Explanatory Statement

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4 of the accompanying Notice dated April 22, 2024:

Item No. 4

Pursuant to the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice. Further, in accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of D. C. Dave & Co. (Firm Registration No. 000611), as the Cost Auditors of the Company to conduct audit of the cost records of the Company for the financial year ending March 31, 2025 at a remuneration of ₹ 6,00,000 plus applicable taxes, travelling and out-of-pocket expenses.

Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 4 of the accompanying Notice for ratification of the remuneration amounting to ₹ 6,00,000 plus applicable taxes, travelling and out-of-pocket expenses payable to the Cost Auditors for the financial year ending March 31, 2025.

The Board commends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

By Order of the Board of Directors

Srikant Nair

Company Secretary & Compliance Officer

ACS 30208

Mumbai, April 22, 2024

Registered Office:

Rallis India Limited
23rd Floor, Vios Tower,
New Cuffe Parade, Off Eastern Freeway,
Wadala, Mumbai - 400 037
CIN: L36992MH1948PLC014083
Tel. No.: +91 22 6232 7400
E-mail: investor_relations@rallis.com
Website: www.rallis.com



Details of Director seeking Re-appointment at the AGM

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings]

Name of the Director	Mr. R. Mukundan (Non-Executive, Non-Independent Director)
DIN	00778253
Date of Birth	September 19, 1966
Age	57 years
Date of first appointment	December 3, 2009
Qualifications	BE (Electrical Engineering) from IIT, Roorkee; MBA from FMS, Delhi University; Advanced Management Programme at Harvard Business School
Profile, Experience and Expertise in specific functional areas	Mr. R. Mukundan joined Tata Administrative Service in 1990, after completion of MBA from FMS, Delhi University. During his 34-year career with Tata Group, he has held various responsibilities across the Chemical, Automotive and Hospitality sectors of the Tata Group. He has worked with the Indian Hotels Company Limited and Tata AutoComp Systems Limited. Mr. Mukundan is a distinguished alumnus of IIT, Roorkee, Fellow of Indian Chemical Society and an alumnus of Harvard Business School. He serves on industry forums and impact organisations. Mr. Mukundan has wide experience in the field of strategy, business development, corporate quality, planning, manufacturing and general management.
Terms and conditions of re-appointment	Re-appointment as a Director, liable to retire by rotation
Details of remuneration last drawn (FY 2023-24)	NIL#
Details of remuneration sought to be paid	NIL#
Directorships in other Companies (excluding foreign companies) as on March 31, 2024	1. Tata Chemicals Limited (Listed entity) 2. Tata International Limited 3. Ncourage Social Enterprise Foundation (Section 8 Company) 4. Carbon Disclosure Project India (Section 8 Company) 5. Management & Entrepreneurship and Professional Skills Council (MEPSC) (Section 8 Company)
Membership/Chairpersonship of Committees in other companies (excluding foreign companies) as on March 31, 2024	Tata Chemicals Limited: 1. Stakeholders Relationship Committee (Member) 2. Corporate Social Responsibility Committee (Member) 3. Risk Management Committee (Member) 4. Safety, Health, Environment and Sustainability Committee (Member) Tata International Limited: 1. Corporate Social Responsibility Committee (Chairman) 2. Committee of Directors (Member)
Listed entities from which the Director has resigned from Directorship in last three (3) years	NIL
Total no. of Board Meetings attended during FY 2023-24	Attended all 8 Board Meetings held during the year
Inter-se relationship with other Directors and Key Managerial Personnel	None
No. of shares held	
(a) Own	NIL
(b) For other persons on a beneficial basis	NIL

In line with the internal guidelines, no sitting fee or commission is paid to Mr. R. Mukundan since he draws remuneration from Tata Chemicals Limited, the Parent Company.

	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
Net Fixed Assets	407.75	339.76	366.08	373.13	375.55	631.47	672.80	799.60	904.94	998.65	1,071.66
Investments	218.78	231.62	304.97	534.03	389.69	109.27	302.47	283.47	211.90	222.62	251.02
Net Non-current Assets**	85.77	130.25	121.38	90.02	85.23	85.75	129.71	107.63	122.17	112.68	108.33
Total	712.30	701.63	792.43	997.18	850.47	826.49	1,104.98	1,190.70	1,239.01	1,333.95	1,431.01
Current Assets***	410.08	551.98	500.89	538.15	868.67	1,304.60	1,310.06	1,369.75	1,581.09	1,420.86	1,530.29
Current Liabilities****	336.29	318.84	303.24	338.55	478.55	757.08	870.11	868.18	1,009.37	875.76	997.54
Net Current Assets	73.79	233.14	197.65	199.60	390.12	547.52	439.95	501.57	571.72	545.10	532.75
TOTAL CAPITAL EMPLOYED	786.09	934.77	990.08	1,196.78	1,240.59	1,374.01	1,544.93	1,692.27	1,810.73	1,879.05	1,963.76
Capital											
- Equity	19.45	19.45	19.45	19.45	19.45	19.45	19.45	19.45	19.45	19.45	19.45
Total	19.45	19.45	19.45	19.45	19.45	19.45	19.45	19.45	19.45	19.45	19.45
Reserves	693.80	807.42	898.90	1,105.95	1,159.40	1,266.37	1,390.55	1,571.92	1,677.20	1,710.61	1,810.04
Net Worth	713.25	826.87	918.35	1,125.40	1,178.85	1,285.82	1,410.00	1,591.37	1,696.65	1,730.06	1,829.49
Borrowings (including lease liability)											
- Short term	16.42	42.77	2.08	0.10	0.15	52.96	49.62	42.49	67.30	113.04	20.78
- Long term	23.41	32.61	33.87	21.46	21.07	19.88	57.91	33.12	25.44	23.66	112.92
Deferred Tax Asset/(Liability)	33.01	32.52	35.79	49.82	40.52	15.35	27.40	25.29	21.34	12.29	0.57
Total	72.84	107.90	71.74	71.38	61.74	88.19	134.93	100.90	114.08	148.99	134.27
TOTAL SOURCES	786.09	934.77	990.08	1,196.78	1,240.59	1,374.01	1,544.93	1,692.27	1,810.73	1,879.05	1,963.76
Summary of Operations											
Revenue from Operations	1,621.45	1,596.32	1,386.72	1,490.39	1,515.94	1,983.61	2,251.50	2,429.43	2,603.93	2,966.97	2,648.38
Other Income	5.75	1.72	4.66	10.51	8.93	30.61	34.33	40.44	27.44	12.71	15.60
Total Income	1,627.20	1,598.04	1,391.38	1,500.90	1,524.87	2,014.22	2,285.83	2,469.87	2,631.37	2,979.68	2,663.98
Expenses											
Materials consumed	933.35	884.52	737.01	796.00	867.01	1,170.88	1,388.84	1,475.21	1,623.57	1,943.33	1,577.75
Personnel cost	88.69	103.54	102.45	114.01	125.65	179.85	199.37	216.00	239.14	255.75	261.58
Excise duty	102.72	103.69	98.68	104.68	17.52	-	-	-	-	-	-
Finance Cost	8.05	4.79	7.92	2.67	3.29	5.25	6.11	5.21	4.79	12.24	17.68
Depreciation	35.97	44.59	37.83	42.18	40.57	46.07	61.51	64.07	74.31	91.36	114.09
Other expenses	249.38	251.16	242.31	240.42	279.57	393.60	402.15	415.23	467.08	549.55	497.90
Total	1,418.16	1,392.29	1,226.20	1,299.96	1,333.61	1,795.65	2,057.98	2,175.72	2,408.89	2,852.23	2,469.00

FINANCIAL STATISTICS Year-end Financial Position

	2024	2023	2022	2021	2020	2019	2018	2017	2016	2015	2014
Profit before tax and prior year adjustment and exceptional item	194.98	127.45	222.48	294.15	227.85	218.57	191.26	200.94	165.18	205.75	209.04
Exceptional item: Sale of Turbhe Plant	-	-	-	-	-	-	-	158.39	-	-	-
Exceptional item: Sale of Flats	0.68	0.62	-	9.45	11.42	-	-	-	-	-	-
Profit before tax	195.66	128.07	222.48	303.60	239.27	218.57	191.26	359.33	165.18	205.75	209.04
Tax	47.79	36.13	58.21	74.93	53.80	64.38	49.77	93.29	39.02	60.34	62.68
Profit after tax	147.87	91.94	164.27	228.67	185.47	154.19	141.49	266.04	126.16	145.42	146.36
Other comprehensive income (net of taxes)	0.18	(0.20)	(0.65)	1.32	(1.85)	(1.46)	(0.16)	(0.47)	0.32	-	-
Total comprehensive income	148.05	91.74	163.62	229.99	183.62	152.73	141.33	265.57	126.48	145.42	146.36
IMPORTANT RATIOS											
Current Assets : Liabilities	1.7	1.7	1.7	1.8	1.7	1.7	1.9	1.6	1.7	1.7	1.2
Debt : Equity	0.07	0.08	0.05	0.05	0.1	0.1	0.0	0.0	0.0	0.1	0.1
PBT/Turnover %	7.4	4.3	8.5	12.1	10.1	11.0	12.6	13.5	11.9	12.9	12.9
Return (PBIT) on Capital Employed %	10.9	7.5	12.6	17.7	15.6	16.6	15.5	17.8	18.1	23.3	28.8
Dividend (per share)	2.5	2.5	3.0	3.0	2.5	2.5	2.5	3.8	2.5	2.5	2.4
Earnings (per share)	8	5	8	12	10	8	7	14	6	7	8
Net Worth (per share)	94	89	87	82	73	66	61	58	47	43	37

Previous years figures have been regrouped, wherever necessary.

**Net of non-current provisions and other non-current liabilities.

***Excludes current investments

****Excluding current borrowings and current lease liability

Financial statistics for years prior to FY 2019 are before considering impact of merger of Metahelix Life Sciences Limited and Zero Waste Agro Organics Ltd.



Receiving award for Tata Affirmative Action Programme - "Significant Adoption" from Tata Group Chairman, Mr. N Chandrasekaran





RALLIS INDIA LIMITED
A TATA Enterprise

Registered Office

23rd Floor, Vios Tower, New Cuffe Parade
Off Eastern Freeway, Wadala, Mumbai - 400 037
CIN: L36992MH1948PLC014083
Tel. No.: +91 22 6232 7400
E-mail address: investor_relations@rallis.com
Website: www.rallis.com