

## RALLIS INDIA LIMITED

Corporate Identity No. L36992MH1948PLC014083

2nd Floor Sharda Terraces Plot No 65 Sector 11 CBD Belapur Navi Mumbai 400 614  
Tel 91 22 6776 1657 Fax 91 22 6776 1775 email yash.sheth@rallis.co.in

**Yash Sheth**  
Company Secretary

28<sup>th</sup> June, 2019

The General Manager  
Corporate Relationship Dept.  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001  
Scrip Code: 500355

Asst. Vice President  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra - Kurla Complex  
Bandra (E), Mumbai 400 051  
Symbol: RALLIS

Dear Sir,

**Sub: Proceedings and Voting Results of the 71<sup>st</sup> Annual General Meeting (AGM) of Rallis India Limited ('the Company') held on 28<sup>th</sup> June, 2019**

The 71<sup>st</sup> AGM of the Company was held on Friday, 28<sup>th</sup> June, 2019 at 3.00 p.m. at Walchand Hirachand Hall, 4<sup>th</sup> Floor, Indian Merchant's Chamber Building, IMC Marg, Churchgate, Mumbai 400 020, to transact the business as stated in the Notice dated 25<sup>th</sup> April, 2019, convening the AGM.

In this regard, please find enclosed the following:

- 1) Summary of the proceedings of the AGM of the Company as required under Regulation 30, Para A of Schedule – III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the Listing Regulations') – **Annexure A.**
- 2) Voting results of the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations – **Annexure B.**
- 3) Report of the Scrutinizer dated 28<sup>th</sup> June, 2019, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure C.**

The Meeting concluded at 6:00 p.m. (IST).

The Voting Results along with the Scrutinizer's Report dated 28<sup>th</sup> June, 2019 is made available on the Company's website at <http://www.rallis.co.in>

This is for your information.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

**RALLIS INDIA LIMITED**

**YASH SHETH**  
**COMPANY SECRETARY**

Encl.: as above

Regd Office 156/157 15th Floor Nariman Bhavan 227 Nariman Point Mumbai 400 021  
Tel 91 22 6665 2700 Fax 91 22 6665 2847 website [www.rallis.co.in](http://www.rallis.co.in)

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Annexure A

**Summary of proceedings of the 71<sup>st</sup> Annual General Meeting**

The 71<sup>st</sup> Annual General Meeting ('AGM' or 'Meeting') of the Members of Rallis India Limited ('the Company') was held on Friday, 28<sup>th</sup> June, 2019 at 3:00 p.m. at Walchand Hirachand Hall, 4<sup>th</sup> Floor, Indian Merchant's Chamber Building, IMC Marg, Churchgate, Mumbai 400 020. The AGM was voluntarily streamed live through webcast for the benefit of those Members who could not attend the Meeting in person.

Mr. Bhaskar Bhat chaired the Meeting. The requisite quorum being present, the Chairman called the meeting to order. The Proxy Register and other Registers and documents as required under various laws were available for inspection of the Members at the Meeting.

All the Directors attended the Meeting including Ms. Padmini Khare Kaicker, Chairperson of Audit Committee, Dr. C. V. Natraj, Chairperson of Nomination & Remuneration Committee and Dr. Punita Kumar Sinha, Chairperson of Stakeholders Relationship Committee. The representatives of B S R & Co. LLP, Statutory Auditors, M/s. Parikh and Associates, Secretarial Auditors and M/s. D. C. Dave & Co., Cost Auditors, were also present at the Meeting.

With the consent of the Members, the Notice of the Meeting was taken as read. The Members were informed that the Statutory Auditors' Report and Secretarial Audit Report did not have any qualifications.

The Chairman made his opening remarks covering Company's Performance review, financial performance during FY 2018-19, focus on regaining momentum, streamlining operations, safety & sustainability and future outlook.

Mr. Sanjiv Lal, Managing Director & CEO, made a presentation covering a brief introduction of Company's mission statement, financial performance of FY 2018-19, Company's strategic direction, business highlights and awards and recognitions.

The Chairman informed the members that the Company had provided its members the facility to cast their vote electronically through the National Securities Depository Limited ('NSDL') system. Further, Mr. Yash Sheth, Company Secretary, informed the Members that the e-voting facility was also made available at the AGM venue for the benefit of Members who were present at the Meeting and had not cast their votes through remote e-voting.

The Company Secretary informed that Mr. Bhaskar Upadhyay, Partner - N L Bhatia & Associates, Practicing Company Secretaries (Membership No. FCS 8663/ CP No. 9625) was the Scrutinizer appointed by the Board to scrutinize the remote e-voting and electronic voting at the AGM in a fair and transparent manner.

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The following resolutions set out in the Notice convening the AGM were proposed and seconded by members:

Item No.	Details of the Agenda	Resolution required (Ordinary/ Special)	Mode of Voting
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon	Ordinary	Remote e-voting and e-voting at AGM
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 together with the Report of the Auditors thereon	Ordinary	Remote e-voting and e-voting at AGM
3.	To declare dividend for the financial year 2018-19 on Equity Shares	Ordinary	Remote e-voting and e-voting at AGM
4.	To appoint a Director in place of Mr. Bhaskar Bhat (DIN: 00148778), who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	Remote e-voting and e-voting at AGM
5.	Approval for appointment of Mr. R. Mukundan (DIN: 00778253) as Managing Director & CEO for the term ending 31 <sup>st</sup> March, 2019	Ordinary	Remote e-voting and e-voting at AGM
6.	Appointment of Mr. Sanjiv Lal (DIN: 08376952) as a Director of the Company	Ordinary	Remote e-voting and e-voting at AGM
7.	Appointment of Mr. Sanjiv Lal (DIN: 08376952) as Managing Director & CEO of the Company	Ordinary	Remote e-voting and e-voting at AGM
8.	Re-appointment of Dr. Punita Kumar-Sinha (DIN: 05229262) as an Independent Director of the Company	Special	Remote e-voting and e-voting at AGM
9.	Ratification of Cost Auditors' remuneration	Ordinary	Remote e-voting and e-voting at AGM

The Chairman then invited the members to express their views, ask questions and seek clarifications on the operations and financial performance of the Company and the resolutions proposed. The Members were given an opportunity to speak in the order in which they had registered their names. After giving sufficient time to all Members who wished to speak, the Chairman alongwith the Managing Director & CEO appropriately responded to the queries raised by them.

The Chairman authorized Mr. Yash Sheth, Company Secretary to carry out the voting process. He also authorized the Company Secretary to accept, acknowledge and countersign the Scrutinizer's Report and declare the consolidated voting results. He informed the Members that the combined results of the remote e-voting and e-voting at the AGM venue would be announced on or before Saturday, 29<sup>th</sup> June, 2019 and the results along-with the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the Listing Regulations and would be placed on the website of the Company as well as website of National Securities Depository Limited, and would also be displayed at the Registered Office of the Company.

The Chairman then thanked the Members for their continued support and for attending and participating in the Meeting.

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The Scrutinizer's Report was received after conclusion of the Meeting on 28<sup>th</sup> June, 2019. All the Resolutions were declared as passed with the requisite majority.

This is for your information and records.

Thanking You,

Yours faithfully,  
**RALLIS INDIA LIMITED**

**YASH SHETH**  
Company Secretary



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**Annexure B**

**71<sup>st</sup> Annual General Meeting Voting Results**

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Date of the Annual General Meeting	28 <sup>th</sup> June, 2019
Total number of shareholders on record date i.e. 21 <sup>st</sup> June, 2019.	64,556
No. of Shareholders present at the meeting either in person or through proxy: <ul style="list-style-type: none"><li>• Promoter and promoter group</li><li>• Public</li></ul>	2 91
Number of Shareholders who attended the meeting through Video Conferencing: <ul style="list-style-type: none"><li>• Promoter and promoter group</li><li>• Public</li></ul>	No arrangement

Yours faithfully,

For RALLIS INDIA LIMITED

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## Resolution: (1)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		97416610	100.0000	97416610	0	100.0000	0.0000
	Poll	97416610	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	97416610	97416610	100.0000	97416610	0	100.0000	0.0000
Public- Institutions	E-Voting		37940423	85.0122	37940423	0	100.0000	0.0000
	Poll	44629362	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	44629362	37940423	85.0122	37940423	0	100.0000	0.0000
Public- Non Institutions	E-Voting		2383042	4.5458	2381356	1686	99.9293	0.0707
	Poll	52422918	9130	0.0174	9130	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	52422918	2392172	4.5632	2390486	1686	99.9295	0.0705
Total		194468890	137749205	70.8335	137747519	1686	99.9988	0.0012
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		

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[Home](#)[Validate](#)**Resolution (2)**

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Report of the Auditors thereon.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		97416610	100.0000	97416610	0	100.0000	0.0000
	Poll	97416610	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	97416610	97416610	100.0000	97416610	0	100.0000	0.0000
Public- Institutions	E-Voting		37940423	85.0122	37940423	0	100.0000	0.0000
	Poll	44629362	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	44629362	37940423	85.0122	37940423	0	100.0000	0.0000
Public- Non Institutions	E-Voting		2383042	4.5458	2381356	1686	99.9293	0.0707
	Poll	52422918	9130	0.0174	9130	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	52422918	2392172	4.5632	2390486	1686	99.9295	0.0705
<b>Total</b>		194468890	137749205	70.8335	137747519	1686	99.9988	0.0012
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

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**Resolution (3)**

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To declare dividend for the financial year 2018-19 on Equity Shares.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		97416610	100.0000	97416610	0	100.0000	0.0000
	Poll	97416610	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	97416610	97416610	100.0000	97416610	0	100.0000	0.0000
Public- Institutions	E-Voting		37985508	85.1133	37985508	0	100.0000	0.0000
	Poll	44629362	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	44629362	37985508	85.1133	37985508	0	100.0000	0.0000
Public- Non Institutions	E-Voting		2383242	4.5462	2383132	110	99.9954	0.0046
	Poll	52422918	9130	0.0174	9130	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	52422918	2392372	4.5636	2392262	110	99.9954	0.0046
<b>Total</b>		194468890	137794490	70.8568	137794380	110	99.9999	0.0001
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

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Resolution (4)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered				Ordinary No To appoint a Director in place of Mr. Bhaskar Bhat (DIN: 00148778), who retires by rotation and being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		97416610	100.0000	97416610	0	100.0000	0.0000
	Poll	97416610	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	97416610	97416610	100.0000	97416610	0	100.0000	0.0000
Public- Institutions	E-Voting		37985508	85.1133	29709386	8276122	78.2124	21.7876
	Poll	44629362	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	44629362	37985508	85.1133	29709386	8276122	78.2124	21.7876
Public- Non Institutions	E-Voting		2382917	4.5456	2376691	6226	99.7387	0.2613
	Poll	52422918	9130	0.0174	9130	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	52422918	2392047	4.5630	2385821	6226	99.7397	0.2603
<b>Total</b>		194468890	137794165	70.8567	129511817	8282348	93.9893	6.0107
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

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Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for appointment of Mr. R. Mukundan (DIN: 00778253) as Managing Director & CEO for the term ending 31st March, 2019.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		97416610	100.0000	97416610	0	100.0000	0.0000
	Poll	97416610	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	97416610	97416610	100.0000	97416610	0	100.0000	0.0000
Public- Institutions	E-Voting		37985508	85.1133	37985508	0	100.0000	0.0000
	Poll	44629362	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	44629362	37985508	85.1133	37985508	0	100.0000	0.0000
Public- Non Institutions	E-Voting		2382922	4.5456	2377104	5818	99.7558	0.2442
	Poll	52422918	9130	0.0174	8930	200	97.8094	2.1906
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	52422918	2392052	4.5630	2386034	6018	99.7484	0.2516
Total		194468890	137794170	70.8567	137788152	6018	99.9956	0.0044
Whether resolution is Pass or Not,							Yes	
Disclosure of notes on resolution							Add Notes	

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## Resolution (6)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Sanjiv Lal (DIN: 08376952) as a Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		97416610	100.0000	97416610	0	100.0000	0.0000
	Poll	97416610	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	97416610	97416610	100.0000	97416610	0	100.0000	0.0000
Public-Institutions	E-Voting		37985508	85.1133	37985508	0	100.0000	0.0000
	Poll	44629362	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	44629362	37985508	85.1133	37985508	0	100.0000	0.0000
Public- Non Institutions	E-Voting		2381347	4.5426	2375553	5794	99.7567	0.2433
	Poll	52422918	9130	0.0174	9130	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	52422918	2390477	4.5600	2384683	5794	99.7576	0.2424
Total		194468890	137792595	70.8559	137786801	5794	99.9958	0.0042
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

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Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Sanjiv Lal (DIN: 08376952) as Managing Director & CEO of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		97416610	100.0000	97416610	0	100.0000	0.0000
	Poll	97416610	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	97416610	97416610	100.0000	97416610	0	100.0000	0.0000
Public- Institutions	E-Voting		37985508	85.1133	37625059	360449	99.0511	0.9489
	Poll	44629362	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	44629362	37985508	85.1133	37625059	360449	99.0511	0.9489
Public- Non Institutions	E-Voting		2382902	4.5455	2376953	5949	99.7503	0.2497
	Poll	52422918	9130	0.0174	9130	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	52422918	2392032	4.5630	2386083	5949	99.7513	0.2487
Total		194468890	137794150	70.8567	137427752	366398	99.7341	0.2659
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

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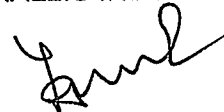

  
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Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Dr. Punita Kumar-Sinha (DIN: 05229262) as an Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		97416610	100.0000	97416610	0	100.0000	0.0000
	Poll	97416610	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>97416610</b>	<b>97416610</b>	<b>100.0000</b>	<b>97416610</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		37985508	85.1133	37880429	105079	99.7234	0.2766
	Poll	44629362	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>44629362</b>	<b>37985508</b>	<b>85.1133</b>	<b>37880429</b>	<b>105079</b>	<b>99.7234</b>	<b>0.2766</b>
Public- Non Institutions	E-Voting		2382202	4.5442	2378956	3246	99.8637	0.1363
	Poll	52422918	9130	0.0174	9130	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>52422918</b>	<b>2391332</b>	<b>4.5616</b>	<b>2388086</b>	<b>3246</b>	<b>99.8643</b>	<b>0.1357</b>
<b>Total</b>		<b>194468890</b>	<b>137793450</b>	<b>70.8563</b>	<b>137685125</b>	<b>108325</b>	<b>99.9214</b>	<b>0.0786</b>
<b>Whether resolution is Pass or Not.</b>						<b>Yes</b>		
Disclosure of notes on resolution						Add Notes		

RALLIS INDIA LIMITED

  
**YASH SHETH**  
 COMPANY SECRETARY

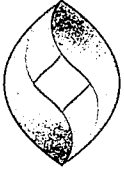
Home

Validate

Resolution (9)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Ordinary No				
Description of resolution considered				Ratification of Cost Auditors' remuneration				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		97416610	100.0000	97416610	0	100.0000	0.0000
	Poll	97416610	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	97416610	97416610	100.0000	97416610	0	100.0000	0.0000
Public- Institutions	E-Voting		37985508	85.1133	37985508	0	100.0000	0.0000
	Poll	44629362	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	44629362	37985508	85.1133	37985508	0	100.0000	0.0000
Public- Non Institutions	E-Voting		2382852	4.5454	2378847	4005	99.8319	0.1681
	Poll	52422918	9130	0.0174	8930	200	97.8094	2.1906
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	52422918	2391982	4.5629	2387777	4205	99.8242	0.1758
<b>Total</b>		194468890	137794100	70.8566	137789895	4205	99.9969	0.0031
<b>Whether resolution is Pass or Not.</b>							<b>Yes</b>	
Disclosure of notes on resolution							Add Notes	

RALLIS INDIA LIMITED

  
 YASH SHETH  
 COMPANY SECRETARY



**N L BHATIA & ASSOCIATES**  
**PRACTISING COMPANY SECRETARIES**

Tel. : 91-022-2510 0718  
 Tel. : 91-022-2510 0698  
 E-mail : navnitlb@hotmail.com  
 brupadhyay@hotmail.com  
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**Scrutinizer's Report**

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**Mr. Bhaskar Bhat**

Chairman

71<sup>st</sup> Annual General meeting

**Rallis India Limited**

Dear Sir,

1. I, **Bhaskar Upadhyay**, Practicing Company Secretary (Membership No. FCS 8663/ C. P. No. 9625), have been appointed as scrutinizer, by the Board of Directors of Rallis India Limited for the purpose of scrutinizing the remote e-voting and voting through electronic voting system at the Annual General Meeting and ascertaining the requisite majority on remote e-voting and voting through electronic voting system at the venue carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolutions contained in the notice of the 71<sup>st</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on the 28<sup>th</sup> June, 2019 at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolutions contained in the Notice of the 71st Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and voting through electronic means at the venue is restricted in making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the notice, based on the reports generated from the e-voting system and voting through electronic means at the venue provided by



National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

3. Further to above, I submit my report as under:

- 3.1. The Company has provided the e-voting facility through NSDL, on their website [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company had uploaded all the items of businesses to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-voting.
- 3.2. The notices sent (both through email and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto.
- 3.3. As prescribed in the said Rules, the Company has also published an advertisement in newspaper on 5<sup>th</sup> June, 2019 in Business Standard and in Mumbai Lakshadeep and it carried the required information as specified in the said rules.
- 3.4. The members of the Company as on the "cut-off" date i.e. 21<sup>st</sup> June, 2019 were entitled to vote on the resolutions (item no. 1 to 9) as set out in the notice of the 71<sup>st</sup> Annual General Meeting.
- 3.5. The Chairman at the 71<sup>st</sup> Annual General meeting, held on 28<sup>th</sup> June, 2019 had announced that members who have not exercised their votes through remote e-voting may, if they wish to, exercise their votes through electronic voting system being provided at the venue at the meeting.
- 3.6. The remote e-voting commenced from 25<sup>th</sup> June, 2019 (9:00 a.m.) and ended on 27<sup>th</sup> June, 2019 (5:00 p.m.).
- 3.7. The votes cast were unblocked after the AGM in the presence of two witnesses, who are not in the employment of the Company.
- 3.8. My combined report on the results of voting through e-voting and voting through electronic means at the Annual General Meeting is as under;





**Item No. 1:- As an Ordinary Resolution:-**

- To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of votes abstained
				Favor	Against	
194468890	137749205	137747519	1686	99.99	0.01	0

**Item No. 2:- As an Ordinary Resolution:-**

- To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Report of the Auditors thereon.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes abstained
				Favor	Against	
194468890	137749205	137747519	1686	99.99	0.01	0

**Item No.3:- As an Ordinary Resolution:-**

- To declare dividend for the financial year 2018-19 on Equity Shares.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes abstained
				Favor	Against	
194468890	137794490	137794380	110	99.99	0.01	0



**Item No. 4:- As an Ordinary Resolution:-**

- To appoint a Director in place of Mr. Bhaskar Bhat (DIN 00148778) who retires by rotation and being eligible offers himself for re-appointment.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes abstained
				Favor	Against	
194468890	137794165	129511817	8282348	93.99	6.01	0

**Item No. 5:- As an Ordinary Resolution:-**

- Appointment of Mr. R Mukundan (DIN: 00778253) as Managing Director and CEO for the term ending 31<sup>st</sup> March, 2019.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes abstained
				Favor	Against	
194468890	137794170	137788152	6018	99.99	0.01	0

**Item No. 6:- As an Ordinary Resolution :-**

- Appointment of Mr. Sanjiv Lal (DIN: 08376592) as a Director of the Company

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes abstained
				Favor	Against	
194468890	137792595	137786801	5794	99.99	0.01	0



**Item No. 7:- As an Ordinary Resolution :-**

- Appointment of Mr. Sanjiv Lal (DIN: 08376592) as Managing Director and CEO of the Company

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes abstained
				Favor	Against	
194468890	137794150	137427752	366398	99.73	0.27	0

**Item No. 8:- As a Special Resolution :-**

- Re-appointment of Dr. Punita Kumar-Sinha (DIN: 05229262) as an Independent Director of the Company

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes abstained
				Favor	Against	
194468890	137793450	137685125	108325	99.92	0.08	0

**Item No. 9:- As an Ordinary Resolution :-**

- Ratification of Cost Auditors' remuneration

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes abstained
				Favor	Against	
194468890	137794100	137789895	4205	99.99	0.01	0

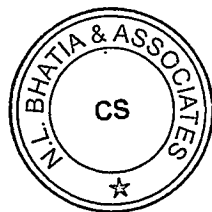


4. A Register and all other papers and relevant records containing details of equity

shareholders, who voted "IN FAVOUR", or "AGAINST" and those whose votes were declared invalid for each resolution under remote e-voting and voting through electronic means at the venue shall remain in our safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and the same would thereafter be handed over to the Company Secretary for safe keeping.

5. The above mentioned resolutions are deemed to be passed as on the date of the 71<sup>st</sup> Annual General Meeting of the Company
6. You may accordingly declare the result of remote e-voting and voting through electronic means at the venue of the AGM.

Thanking you,



Date: 28<sup>th</sup> June, 2019  
Place: Mumbai

For NL Bhatia & Associates  
Practising Company Secretaries  
UIN: P1996MH055800

A handwritten signature in black ink, appearing to read "Bhaskar Upadhyay".

**Bhaskar Upadhyay**  
Partner  
FCS: 8663  
CP No.: 9625

Countersigned

A handwritten signature in black ink, appearing to read "Yashaswin Sheth".

**Mr. Yashaswin Sheth**  
(Company Secretary)