

July 4, 2020

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,

Sub: Proceedings and Voting Results of the 72nd Annual General Meeting ('AGM') of Rallis India Limited ('the Company') held on Friday, July 3, 2020

In terms of the General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs ('MCA') and in compliance with the with the provisions of the Companies Act, 2013 ('Act') and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 72nd AGM of the Company was held on Friday, July 3, 2020 at 3.00 p.m. (IST) through two-way Video Conferencing (VC) to transact the business as stated in the Notice dated May 5, 2020, convening the AGM.

In this regard, please find enclosed the following:

- 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 businesses transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations **Annexure B**
- 3) Report of the Scrutinizer dated July 4, 2020, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 **Annexure C**

The AGM concluded at 5.52 p.m. (IST).

The Voting Results along with the Scrutinizer's Report dated July 4, 2020 is made available on the Company's website at www.rallis.co.in.

This is for your information and records.

Thanking you,

Yours faithfully,

FOR RALLIS INDIA LIMITED

YASH SHETH

COMPANY SECRETARY

Encl.: as above



Annexure A

Summary of proceedings of the 72nd Annual General Meeting

The 72nd Annual General Meeting ('AGM' or 'Meeting') of the Members of Rallis India Limited ('the Company') was held on Friday, July 3, 2020 at 3:00 p.m. (IST) via two-way Video Conferencing ('VC'). The Company, while conducting the Meeting, adhered to the circulars issued by the Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India ('SEBI') and other social distancing norms in view of the outbreak of Covid-19 pandemic.

The Company Secretary welcomed the Members to the Meeting and briefed them on certain points relating to the participation at the Meeting through VC.

Mr. Bhaskar Bhat chaired the Meeting, virtually, from London. The requisite quorum being present, the Chairman called the Meeting to order. The Registers as required under the Companies Act, 2013 were available for inspection. Since there was no physical attendance of Members and in compliance with the Circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders.

All the Directors attended the Meeting on video conference including Ms. Padmini Khare Kaicker, Chairperson of the Audit Committee, Dr. C. V. Natraj, Chairperson of the Nomination & Remuneration Committee and Dr. Punita Kumar-Sinha, Chairperson of the Stakeholders Relationship Committee. Mr. Sanjiv Lal, Managing Director & CEO and Mr. Yash Sheth, Company Secretary attended the Meeting from a common location at Mumbai and the Chief Operating Officer, Chief Financial Officer alongwith other Senior Leadership Team were also present on the VC from their respective locations.

The representatives of B S R & Co. LLP, Statutory Auditors, M/s Parikh and Associates, Secretarial Auditors, M/s. D. C. Dave & Co., Cost Auditors and N. L. Bhatia & Associates, Scrutinizers, were also present at the Meeting through VC.

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 the developments in the Company on account of Covid-19 pandemic, Company's performance and future growth agenda.

Mr. Sanjiv Lal, Managing Director & CEO, made a presentation covering initiatives taken by the Company in the wake of Covid-19 pandemic, financial performance of the Company, key business highlights during the year, product launches during the year, customer connect established during the year, strategy going forward, employee engagement, community initiatives and awards received by the Company.

The Company Secretary 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 before the Meeting. He further informed that the remote e-voting facility was also made available during the AGM for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-voting.

The Chairman informed that Mr. N. L. Bhatia from N. L. Bhatia & Associates, Practicing Company Secretaries was the Scrutinizer appointed by the Board to scrutinize the votes cast during the Meeting and through remote e-Voting, in a fair and transparent manner.

The following resolutions set out in the Notice convening the AGM were put to vote by remote e-voting and e-voting during the Meeting:

| 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 | Ordinary | Remote e-voting and remote e-voting |



| | for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon. | | during the AGM |
|----|---|----------|--|
| 2. | To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon | Ordinary | Remote e-voting and remote e-voting during the AGM |
| 3. | To declare dividend on the Ordinary Shares for the financial year ended March 31, 2020 | Ordinary | Remote e-voting and remote e-voting during the AGM |
| 4. | To appoint a Director in place of Mr. R. Mukundan (DIN: 00778253), who retires by rotation and being eligible, offers himself for re-appointment | Ordinary | Remote e-voting and remote e-voting during the AGM |
| 5. | Ratification of Remuneration of Cost Auditors | Ordinary | Remote e-voting and remote e-voting during the 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 on the resolutions set out in the Notice. 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 and conclude the Meeting. He also authorized the Company Secretary to accept 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 before as well as remote e-voting during the AGM would be announced within 48 hours of the conclusion of the Meeting and the results alongwith the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the Listing Regulations and would be placed on the websites of the Company and NSDL.

The Chairman then thanked the Members for their continued support and for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting virtually. The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon completion of the e-voting process the Company Secretary declared the Meeting closed.

The Scrutinizer's Report was received after conclusion of the Meeting on July 4, 2020. All the Resolutions were declared as passed with requisite majority.

This is for your information and records.

Yours faithfully,

FOR RALLIS INDIA LIMITED

YASH SHETH



Annexure B

72nd Annual General Meeting Voting Results

| Date of Annual General Meeting | July 3, 2020 |
|--|-------------------------------|
| Total Number of shareholders on Record date i.e. June 26, 2020 | 64,028 |
| No. of shareholders present in the meeting either in person or | No arrangement for a physical |
| through proxy: | meeting or appointment of |
| Promoter and Promoter Group | proxy was made as the |
| Public | Meeting was held through |
| | VC/OAVM. |
| No. of shareholders present in the meeting through VC/OAVM: | |
| Promoter and Promoter Group | 1 |
| Public | 139 |

Yours faithfully,

FOR RALLIS INDIA LIMITED

YASH SHETH

| | | | Reso | olution (1) | | | | | | |
|--------------------------------------|---|-----------------------|------------------------|---|--|---------------------------|--------------------------------------|--|--|--|
| | Reso | olution required: (Or | dinary / Special) | Ordinary | | | | | | |
| Whether p | romoter/promoter group are i | enda/resolution? | | | No | | | | | |
| Description of resolution considered | | | | | der and adopt the A ear ended March 31, | | | | | |
| 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 | | |
| | E-Voting | | 97416610 | 100.0000 | 97416610 | 0 | 100.0000 | 0.0000 | | |
| Promoter and | Poll | 97416610 | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| Promoter Group | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| | Total | 97416610 | 97416610 | 100.0000 | 97416610 | 0 | 100.0000 | 0.0000 | | |
| | E-Voting | | 32883398 | 77.4272 | 32883398 | 0 | 100.0000 | 0.0000 | | |
| Public- | Poll | 42470086 | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| | Total | 42470086 | 32883398 | 77.4272 | 32883398 | 0 | 100.0000 | 0.0000 | | |
| | E-Voting | | 8141956 | 14.9169 | 8141334 | 622 | 99.9924 | 0.0076 | | |
| Public- Non | Poll | 54582194 | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| | Total | 54582194 | 8141956 | 14.9169 | 8141334 | 622 | 99.9924 | 0.0076 | | |
| | Total 194468890 138441964 71.1898 138441342 622 | | | | 99.9996 | 0.0004 | | | | |
| | | | | | Whether resolution | is Pass or Not. | Y | es | | |
| | | | | | Disclosure of I | notes on resolution | Add I | Notes | | |

| Details of Invalid Votes | | | | | |
|-----------------------------|--------------|--|--|--|--|
| Category | No. of Votes | | | | |
| Promoter and Promoter Group | | | | | |
| Public Insitutions | | | | | |
| Public - Non Insitutions | | | | | |

FOR RALLIS INDIA LIMITED

YASH SHETH

| | | | Resc | olution (2) | | | | | | |
|--------------------------------------|---|-----------------------|------------------------|---|---|---------------------------|--------------------------------------|------------------------------------|--|--|
| | Resc | olution required: (Or | dinary / Special) | Ordinary | | | | | | |
| Whether p | romoter/promoter group are i | nda/resolution? | | | No | | | | | |
| Description of resolution considered | | | | - | er and adopt the Au ear ended March 31 | | | • • | | |
| 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 | | |
| | E-Voting | | 97416610 | 100.0000 | 97416610 | 0 | 100.0000 | 0.0000 | | |
| Promoter and | Poll | 97416610 | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| Promoter Group | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| | Total | 97416610 | 97416610 | 100.0000 | 97416610 | 0 | 100.0000 | 0.0000 | | |
| | E-Voting | | 32883398 | 77.4272 | 32883398 | 0 | 100.0000 | 0.0000 | | |
| | Poll | 42470086 | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| | Total | 42470086 | 32883398 | 77.4272 | 32883398 | 0 | 100.0000 | 0.0000 | | |
| | E-Voting | | 8138452 | 14.9105 | 8137745 | 707 | 99.9913 | 0.0087 | | |
| | Poll | 54582194 | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| | Total | 54582194 | 8138452 | 14.9105 | 8137745 | 707 | 99.9913 | 0.0087 | | |
| | Total 194468890 138438460 71.1880 138437753 707 | | | | | | 99.9995 | 0.0005 | | |
| | Whether resolution is Pass or Not. | | | | | | | es | | |
| | | | | | Disclosure of 1 | notes on resolution | Add 1 | Notes | | |

| Details of Invalid Votes | | | | | |
|-----------------------------|--------------|--|--|--|--|
| Category | No. of Votes | | | | |
| Promoter and Promoter Group | | | | | |
| Public Insitutions | | | | | |
| Public - Non Insitutions | | | | | |

FOR RALLIS INDIA LIMITED

YASH SHETH
COMPANY SECRETARY

| | | | Resc | olution (3) | | | | | | |
|-------------------------|--|-----------------------|------------------------|---|--------------------------|---------------------------|--------------------------------------|--|--|--|
| | Reso | olution required: (Or | dinary / Special) | Ordinary | | | | | | |
| Whether p | romoter/promoter group are i | nda/resolution? | | | No | | | | | |
| | | Description of resolu | ution considered | To de | eclare dividend for t | the financial year 20 | 019-20 on Equity Sh | ares. | | |
| 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 | | |
| | E-Voting | | 97416610 | 100.0000 | 97416610 | 0 | 100.0000 | 0.0000 | | |
| Promoter and | Poll | 97416610 | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| Promoter Group | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| | Total | 97416610 | 97416610 | 100.0000 | 97416610 | 0 | 100.0000 | 0.0000 | | |
| | E-Voting | | 32928483 | 77.5334 | 32928483 | 0 | 100.0000 | 0.0000 | | |
| Public- | Poll | 42470086 | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| | Total | 42470086 | 32928483 | 77.5334 | 32928483 | 0 | 100.0000 | 0.0000 | | |
| | E-Voting | | 8143456 | 14.9196 | 8142813 | 643 | 99.9921 | 0.0079 | | |
| Public- Non | Poll | 54582194 | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| | Total | 54582194 | 8143456 | 14.9196 | 8142813 | 643 | 99.9921 | 0.0079 | | |
| | Total 194468890 138488549 71.2137 138487906 643 | | | | | | 99.9995 | 0.0005 | | |
| | | | | , | Whether resolution | is Pass or Not. | Y | es | | |
| | | | | | Disclosure of 1 | notes on resolution | Add I | Notes | | |

| Details of Invalid Votes | | | | | |
|-----------------------------|--------------|--|--|--|--|
| Category | No. of Votes | | | | |
| Promoter and Promoter Group | | | | | |
| Public Insitutions | | | | | |
| Public - Non Insitutions | | | | | |

FOR RALLIS INDIA LIMITED

YASH SHETH

| | | | Reso | olution (4) | | | | | |
|--------------------------------------|-------------------------------|-----------------------|------------------------|---|--|---|---|--|--|
| | Resc | olution required: (Or | dinary / Special) | Ordinary | | | | | |
| Whether p | romoter/promoter group are i | enda/resolution? | | | No | | | | |
| Description of resolution considered | | | | To appoint a Direct | tor in place of Mr. R being eligible, | . Mukundan (DIN: 0 offers himself for re | - · · · · · · · · · · · · · · · · · · · | res by rotation and | |
| 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 | |
| | E-Voting | | 97416610 | 100.0000 | 97416610 | 0 | 100.0000 | 0.0000 | |
| Promoter and | Poll | 97416610 | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| Promoter Group | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Total | 97416610 | 97416610 | 100.0000 | 97416610 | 0 | 100.0000 | 0.0000 | |
| | E-Voting | | 32928483 | 77.5334 | 32554300 | 374183 | 98.8636 | 1.1364 | |
| Public- | Poll | 42470086 | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Total | 42470086 | 32928483 | 77.5334 | 32554300 | 374183 | 98.8636 | 1.1364 | |
| | E-Voting | | 8141955 | 14.9169 | 8137506 | 4449 | 99.9454 | 0.0546 | |
| Public- Non | Poll | 54582194 | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Total | 54582194 | 8141955 | 14.9169 | 8137506 | 4449 | 99.9454 | 0.0546 | |
| | Total | 194468890 | 138487048 | 71.2130 | 138108416 | 378632 | 99.7266 | 0.2734 | |
| | | | | | Whether resolution | is Pass or Not. | Ye | es | |
| | | | | | Disclosure of I | notes on resolution | Add I | Notes | |

| Details of Invalid Votes | | | | | |
|-----------------------------|--------------|--|--|--|--|
| Category | No. of Votes | | | | |
| Promoter and Promoter Group | | | | | |
| Public Insitutions | | | | | |
| Public - Non Insitutions | | | | | |

FOR RALLIS INDIA LIMITED

YASH SHETH

| | | | Reso | olution (5) | | | | | |
|-------------------------|--|----------------------|------------------------|---|-----------------------------|---------------------------|--------------------------------------|------------------------------------|--|
| | Res | olution required: (O | | Ordinary | | | | | |
| Whether | Whether promoter/promoter group are interested in the agenda/resolution? | | | | | No | | | |
| | | Description of resol | ution considered | | Ratification | of Cost Auditors' re | muneration | | |
| 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 | |
| | E-Voting | | 97416610 | 100.0000 | 97416610 | 0 | 100.0000 | 0.0000 | |
| Promoter and | Poll | 97416610 | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| Promoter Group | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Total | 97416610 | 97416610 | 100.0000 | 97416610 | 0 | 100.0000 | 0.0000 | |
| | E-Voting | | 32928483 | 77.5334 | 32928483 | 0 | 100.0000 | 0.0000 | |
| Public- | Poll | 42470086 | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Total | 42470086 | 32928483 | 77.5334 | 32928483 | 0 | 100.0000 | 0.0000 | |
| | E-Voting | | 8141933 | 14.9168 | 8138749 | 3184 | 99.9609 | 0.0391 | |
| Public- Non | Poll | 54582194 | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Total | 54582194 | 8141933 | 14.9168 | 8138749 | 3184 | 99.9609 | 0.0391 | |
| | Total | 194468890 | 138487026 | 71.2129 | 138483842 | 3184 | 99.9977 | 0.0023 | |
| | | | | | Whether resolution | n is Pass or Not. | Y | es | |
| | | | | | Disclosure of i | notes on resolution | Add | Notes | |

| Details of Invalid Votes | | | | | |
|-----------------------------|--------------|--|--|--|--|
| Category | No. of Votes | | | | |
| Promoter and Promoter Group | | | | | |
| Public Insitutions | | | | | |
| Public - Non Insitutions | | | | | |

FOR RALLIS INDIA LIMITED

YASH SHETH COMPANY SECRETARY



Tel. : 91-022-2510 0718
Tel. : 91-022-2510 0698
E-mail : navnitlb@hotmail.com

brupadhyay@hotmail.com

Website: www.nlba.in

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 72nd Annual General Meeting Rallis India Limited

Dear Sir,

- 1. I, N L Bhatia, Practicing Company Secretary, Membership No. FCS 1176/C. P. No. 422), have been appointed as the 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 during the Annual General Meeting ('AGM') and ascertaining the requisite majority on remote e-Voting and remote voting through electronic voting system during the Annual General Meeting carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') on the businesses contained in the Notice of the 72nd AGM of the Equity Shareholders of the Company, held on Friday, July 3, 2020 through two-way Video Conferencing facility / other audio visual means.
- 2. The management of the Company is responsible to ensure the compliance with the requirements of the Act, Rules and notifications relating to voting through electronic means and SEBI Listing Regulations on the businesses set out in the Notice of the 72ndAnnual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the remote e-Voting and remote e-voting during the AGM is restricted in making a Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the businesses set out in the Notice, based on the reports generated from the e-Voting system of National Securities Depository Limited ('NSDL'), the authorized agency to provide remote e-Voting facilities before and during the AGM, engaged by the Company.



Page 1 of 5

- 3. Further to above, I submit my report as under:
- 3.1. The Company has provided the remote e-Voting facility through NSDL, on their website www.evoting.nsdl.com. The Company had uploaded all the items of businesses to be transacted on the website of the Company and also, NSDL to facilitate their Shareholders to cast their vote through remote e-Voting.
- 3.2. The Notice of AGM was sent through email to the Members whose email addresses were registered with the Company and to the Members who had registered themselves on the 'TSR Rallis Self Service Portal' for obtaining the Notice along with Annual Report of the Company, containing 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 and notifications issued by the Ministry of Corporate Affairs ('MCA').
- 3.3. As prescribed in the Rules and General Circulars issued by the MCA, the Company has also published advertisements in newspapers on Saturday, June 6, 2020 and Wednesday, June 10, 2020 in Business Standard, Free Press Journal and in Navshakti and it carried all required information as specified in the said rules and notifications.
- 3.4. The Members of the Company as on the "Cut-off" date i.e. Friday, June 26, 2020 were entitled to vote on the businesses (item nos. 1 to 5) as set out in the Notice of the 72nd AGM.
- 3.5. The Chairman at the 72nd AGM, held on Friday, July 3, 2020 through two-way Video Conference/ other audio visual means 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 during the meeting.
- 3.6. The remote e-Voting commenced on Tuesday, June 30, 2020 (9.00 a.m. IST) and ended on Thursday, July 2, 2020 (5.00 p.m. IST) and the NSDL e-voting platform was blocked thereafter.
- 3.7. After the closure of the remote e-voting kept opened during the AGM, the report on remote e-voting was diligently scrutinized.
- 3.8. The votes cast under remote e-Voting facility were thereafter unblocked. I have scrutinized and reviewed the remote e-Voting and votes tendered therein based on the data downloaded from the NSDL e-Voting system.

ia & Associates

3.9. My consolidated report on the results of voting through remote e-Voting and voting through electronic means during the AGM 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 March 31, 2020 together with
the Reports of the Board of Directors and Auditors thereon.

| | No of valid | No of | | No of | No of | % of votes | | No of |
|--------------|--------------|-------------------------------|--------------|-----------------------------|------------------|------------|---------|--------------------------|
| held | Votes cast | members voted in Favour | in Favour | Members voted against | Votes against | Favour | Against | votes Invalid/ abstained |
| 19,44,68,890 | 13,84,41,964 | 385 | 13,84,41,342 | 5 | 622 | 99.9996 | 0.0004 | - |

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 March 31, 2020 together with the Report of the Auditors thereon.

| No of Shares | No of valid | No of | No of Votes | No of | No of | % of : | votes | No of |
|--------------|--------------|-------------------------------|--------------|-----------------------|------------------|---------|---------|--------------------------------|
| held | Votes cast | members voted in Favour | in Favour | Members voted against | Votes against | Favour | Against | votes Invalid/ abstained |
| 19,44,68,890 | 13,84,38,460 | 379 | 13,84,37,753 | 9 | 707 | 99.9995 | 0.0005 | - |



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

To declare dividend for the financial year 2019-20 on Equity Shares.

| No of Shares No of valid | | No of Shares No of valid No of No of Votes | | No of | No of | % of votes | | No of |
|--------------------------|--------------|--|--------------|-----------------------------|---------------|------------|---------|--------------------------------|
| | Votes cast | Votes cast members in Favo voted in Favour | in Favour | Members voted against | Votes against | Favour | Against | votes Invalid/ abstained |
| 19,44,68,890 | 13,84,88,549 | 386 | 13,84,87,906 | 6 | 643 | 99.9995 | 0.0005 | - |

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

 To appoint a Director in place of Mr. R Mukundan (DIN:00778253), who retires by rotation and being eligible, offers himself for re-appointment.

| | Votes cast m | | No of Votes | in Favour Members | No of Votes against | % of votes | | No of |
|--------------|--------------|--|--------------|-------------------|---------------------------|------------|---------|--------------------------|
| | | | in Favour | | | Favour | Against | votes Invalid/ abstained |
| 19,44,68,890 | 13,84,87,048 | | 13,81,08,416 | | 3,78,632 | 99.7266 | 0.2734 | - |

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

• Ratification of Cost Auditors' remuneration

| | voted i | No of | No of Votes | No of | No of | % of votes | | No of |
|--------------|--------------|---|-----------------------------|------------------|-----------|------------|-----------------------------|-------|
| | | members in Favour voted in Favour | Members voted against | Votes against | Favour Ag | Against | st votes Invalid/ abstained | |
| 19,44,68,890 | 13,84,87,026 | 362 | 13,84,83,842 | 25 | 3,184 | 99.9977 | 0.0023 | - |

4. The Electronic Records containing details of the Members, 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 meeting has been provided to the Company.

Page 4 of 5

- 5. The above-mentioned resolutions are deemed to be passed as on the date of the 72nd AGM of the Company i.e. Friday, July 3, 2020.
- 6. You may accordingly declare the result of remote e-Voting and voting through electronic means at the AGM.

Thanking you,

Date: July 4, 2020

Place: Mumbai

For NL Bhatia & Associates

Practising Company Secretaries UIN: P1996MH055800

UDIN: F001176B000415579

Nowwithout Rhabin

N L Bhatia Managing Partner

> FCS: 1176 CP No.: 422

Countersigned

Mr. Yash Sheth

Company Secretary