



## RALLIS INDIA LIMITED

June 15, 2023

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 75<sup>th</sup> Annual General Meeting ('AGM') of Rallis India Limited ('the Company') held on Thursday, June 15, 2023**

The 75<sup>th</sup> AGM of the Company was held on Thursday, June 15, 2023 at 11.00 a.m. (IST) through Video Conferencing (VC) to transact the business as stated in the Notice dated April 27, 2023, 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 ('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 June 15, 2023 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 1.55 p.m. (IST).

The Voting Results along with the Scrutinizer's Report dated June 15, 2023 is also made available on the Company's website at [www.rallis.com](http://www.rallis.com).

This is for your information and records.

Thanking you,

Yours faithfully,

**FOR RALLIS INDIA LIMITED**

**SRIKANT** Digitally signed  
by SRIKANT NAIR  
Date: 2023.06.15  
18:16:20 +05'30'

**NAIR**  
**SRIKANT NAIR**  
**COMPANY SECRETARY**

Encl.: as above

Registered Office: 23<sup>rd</sup> Floor, Vios Tower, New Cuffe Parade, Off Eastern Freeway, Wadala, Mumbai – 400 037

Tel: +91 22 6232 7400 Website: [www.rallis.com](http://www.rallis.com)

Corporate Identity No. L36992MH1948PLC014083

**A TATA Enterprise**



## RALLIS INDIA LIMITED

### Annexure A

#### **Summary of proceedings of the 75<sup>th</sup> Annual General Meeting**

The 75<sup>th</sup> Annual General Meeting ('AGM' or 'Meeting') of the Members of Rallis India Limited ('the Company') was held on Thursday, June 15, 2023 at 11:00 a.m. (IST) via Video Conferencing ('VC') in accordance with the Circulars issued by the Ministry of Corporate Affairs ('MCA').

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. 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 electronically. The Members were informed that as there was no physical attendance of Members, the requirement of appointing proxies was not applicable.

All the Directors attended the Meeting on Video Conference including Ms. Padmini Khare Kaicker, Chairperson of the Audit Committee, Dr. C. V. Natraj, Chairman of the Nomination & Remuneration Committee, Dr. Punita Kumar Sinha, Chairperson of the Stakeholders Relationship Committee and Mr. R. Mukundan, Chairman of the CSR Committee. Mr. Bhaskar Bhat, Chairman, Mr. Sanjiv Lal, Managing Director & CEO, Ms. Subhra Gourisaria, Chief Financial Officer ('CFO') and Mr. Srikant Nair, Company Secretary attended the Meeting from a common location at Mumbai. The Senior Leadership Team was also present through VC.

The representatives of M/s. B S R & Co. LLP, Statutory Auditors, M/s. Parikh and Associates, Secretarial Auditors, M/s. D. C. Dave & Co., Cost Auditors and M/s 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 expressed his pleasure to address the Shareholders on the special occasion of the Company entering into its 75th year since incorporation. He continued to cover the importance of agriculture to the economy, performance of the Company and developments made during the year.

Mr. Sanjiv Lal, Managing Director & CEO, made a presentation covering the importance of the Agricultural sector to the Indian economy, financial performance, long term strategy of the Company being on track, operational highlights, customer engagement campaigns, manufacturing investments, digital initiatives undertaken by the Company and CSR & volunteering, etc.

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.

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## RALLIS INDIA LIMITED

The Chairman announced that the e-Voting facility was open and Mr. Bhaskar Upadhyay from M/s N. L. Bhatia & Associates, Practicing Company Secretaries was the Scrutinizer appointed by the Board to scrutinize the votes cast through remote e-Voting before / during the Meeting, 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 before / during the Meeting:

Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon	Ordinary	Remote e-Voting before / during the AGM
2.	To declare dividend on the Equity Shares for the financial year ended March 31, 2023	Ordinary	
3.	To appoint a Director in place of Mr. Bhaskar Bhat (DIN: 00148778), who retires by rotation and being eligible, offers himself for re-appointment up to and inclusive of August 29, 2024	Ordinary	
4.	Ratification of Remuneration of the Cost Auditors	Ordinary	

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. Srikant Nair, 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/during the AGM would be announced within the stipulated time frame and the results alongwith the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and would be placed on the website of the Company and NSDL as well as the Notice Board of the Registered Office of the Company.

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## RALLIS INDIA LIMITED

The Chairman then thanked the Members for their continued support, valuable suggestions and for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting virtually. The remote 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 June 15, 2023. All the Resolutions were declared as passed with requisite majority.

This is for your information and records.

Yours faithfully,

**FOR RALLIS INDIA LIMITED**

**SRIKANT** Digitally signed by  
SRIKANT NAIR

**NAIR** Date: 2023.06.15  
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**SRIKANT NAIR**  
**COMPANY SECRETARY**



**RALLIS INDIA LIMITED**

**Annexure B**

**75<sup>th</sup> Annual General Meeting Voting Results**

<b>Date of Annual General Meeting</b>	<b>June 15, 2023</b>
<b>Total Number of shareholders on Record date i.e. June 8, 2023</b>	<b>1,38,771</b>
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	No arrangement for a physical meeting or appointment of proxy was made as the Meeting was held through VC/OAVM.
Promoter and Promoter Group	
Public	
<b>No. of shareholders present in the meeting through VC/OAVM:</b>	
Promoter and Promoter Group	2
Public	63

Yours faithfully,

**FOR RALLIS INDIA LIMITED**

**SRIKANT NAIR** Digitally signed  
by SRIKANT NAIR  
Date: 2023.06.15  
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**SRIKANT NAIR**  
**COMPANY SECRETARY**

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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 Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors				
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		39899281	94.4399	39899281	0	100.0000	0.0000
	Poll	42248329	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	42248329	39899281	94.4399	39899281	0	100.0000	0.0000
Public- Non Institutions	E-Voting		15334029	27.9798	15333055	974	99.9936	0.0064
	Poll	54803951	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	54803951	15334029	27.9798	15333055	974	99.9936	0.0064
<b>Total</b>		194468890	152649920	78.4958	152648946	974	99.9994	0.0006
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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

**FOR RALLIS INDIA LIMITED**  
**SRIKANT NAIR** Digitally signed by  
**NAIR** SRIKANT NAIR  
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**SRIKANT NAIR**  
**COMPANY SECRETARY**

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare dividend on the Equity Shares for the financial year ended March 31, 2023				
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		40052793	94.8033	40052793	0	100.0000	0.0000
	Poll	42248329	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	42248329	40052793	94.8033	40052793	0	100.0000	0.0000
Public- Non Institutions	E-Voting		15333369	27.9786	15332734	635	99.9959	0.0041
	Poll	54803951	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	54803951	15333369	27.9786	15332734	635	99.9959	0.0041
<b>Total</b>		194468890	152802772	78.5744	152802137	635	99.9996	0.0004
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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

**FOR RALLIS INDIA LIMITED**  
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 SRIKANT NAIR  
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**SRIKANT NAIR**  
**COMPANY SECRETARY**

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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 appoint a Director in place of Mr. Bhaskar Bhat (DIN: 00148778), who retires by rotation and being eligible, offers himself for re-appointment up to and inclusive of August 29, 2024				
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		40052793	94.8033	39847703	205090	99.4880	0.5120
	Poll	42248329	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	42248329	40052793	94.8033	39847703	205090	99.4880	0.5120
Public- Non Institutions	E-Voting		15333298	27.9785	15330929	2369	99.9845	0.0155
	Poll	54803951	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	54803951	15333298	27.9785	15330929	2369	99.9845	0.0155
<b>Total</b>		194468890	152802701	78.5744	152595242	207459	99.8642	0.1358
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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

**FOR RALLIS INDIA LIMITED**  
**SRIKANT NAIR** Digitally signed by  
**NAIR** SRIKANT NAIR  
 Date: 2023.06.15  
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**SRIKANT NAIR**  
**COMPANY SECRETARY**



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Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of Remuneration of the Cost Auditors				
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		40052793	94.8033	40052793	0	100.0000	0.0000
	Poll	42248329	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	42248329	40052793	94.8033	40052793	0	100.0000	0.0000
Public- Non Institutions	E-Voting		15333369	27.9786	15326146	7223	99.9529	0.0471
	Poll	54803951	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	54803951	15333369	27.9786	15326146	7223	99.9529	0.0471
<b>Total</b>		194468890	152802772	78.5744	152795549	7223	99.9953	0.0047
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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

**FOR RALLIS INDIA LIMITED**  
**SRIKANT**  
**NAIR**  
**SRIKANT NAIR**  
**COMPANY SECRETARY**

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SRIKANT NAIR  
Date: 2023.06.15  
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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  
**Rallis India Limited**

Dear Sir,

1. I, **Bhaskar Upadhyay**, Partner of M/s. N. L. Bhatia & Associates, Practicing Company Secretary (Membership No. FCS 8663/C. P. No. 9625), have been appointed as the Scrutinizer by the Board of Rallis India Limited for the purpose of scrutinizing the remote e-Voting before and during the Annual General Meeting ('AGM') and ascertaining the requisite majority on remote e-Voting before and during the AGM 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 the 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 75<sup>th</sup> AGM of the Equity Shareholders of the Company held on Thursday, June 15, 2023 at 11.00 a.m. (IST) through 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 resolutions contained in the Notice of the 75<sup>th</sup> AGM of the Members of the Company. My responsibility as a Scrutinizer for the remote e-Voting before and during the AGM 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 provided by National Securities Depository Limited ('NSDL'), the authorized agency to provide e-Voting facilities, engaged by the Company.



3. Further to the 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](http://www.evoting.nsdl.com). The Company had uploaded all the items of businesses to be transacted on the website of the Company and its Service Provider to facilitate their Shareholders to cast their vote through remote e-Voting before/during the AGM.
- 3.2. The Notice of the 75<sup>th</sup> AGM was sent through email to the Members whose email addresses were registered with the Company and to the Members who had registered themselves with the Company for the limited purpose of obtaining the Notice along with the Integrated Annual Report of the Company for FY 2022-23, 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 Tuesday, May 16, 2023 and Wednesday, May 24, 2023 in Business Standard, The 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 08, 2023, were entitled to vote on the businesses (item no.s 1 to 4) as set out in the Notice of the 75<sup>th</sup> AGM.
- 3.5. The remote e-Voting commenced on Sunday, June 11, 2023 (9.00 a.m. IST) and ended on Wednesday, June 14, 2023 (5.00 p.m. IST) and the NSDL e-voting platform was blocked thereafter.
- 3.6. The Chairman at the 75<sup>th</sup> AGM held on Thursday, June 15, 2023 through Video Conference/Other Audio-Visual Means announced that Members who have not exercised their votes through remote e-Voting before the meeting may, if they wish to, exercise their votes through remote e-Voting during the meeting.
- 3.7. After the closure of the remote e-Voting during the AGM, the report on remote e-Voting during the meeting 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.

- 3.9 My consolidated report on the results of remote e-Voting before and during the AGM is as under:

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

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.

No. of valid Votes cast	No. of members voted in Favour	No. of Votes in Favour	No. of Members voted against	No. of Votes against	% of votes		No. of votes Invalid
					Favour	Against	
152649920	473	152648946	11	974	99.9994	0.0006	-

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

- To declare dividend on the Equity Shares for the financial year ended March 31, 2023.

No. of valid Votes cast	No. of members voted in Favour	No. of Votes in Favour	No. of Members voted against	No. of Votes against	% of votes		No. of votes Invalid
					Favour	Against	
152802772	475	152802137	6	635	99.9996	0.0004	-

**Item No. 3: 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 up to and inclusive of August 29, 2024.

No. of valid Votes cast	No. of members voted in Favour	No. of Votes in Favour	No. of Members voted against	No. of Votes against	% of votes		No. of votes Invalid
					Favour	Against	
152802701	451	152595242	31	207459	99.8642	0.1358	-



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

- Ratification of Remuneration of Cost Auditors

No. of valid Votes cast	No. of members voted in Favour	No. of Votes in Favour	No. of Members voted against	No. of Votes against	% of votes		No. of votes Invalid
					Favour	Against	
152802772	467	152795549	14	7223	99.9953	0.0047	-

- The Electronic Records containing details of the Members who voted "IN FAVOUR" or "AGAINST" for each resolution under remote e-Voting before/ during the meeting has been provided to the Company and those whose votes were declared invalid for each resolution under remote e-Voting before/ during the meeting has been provided to the Company.
- The above-mentioned resolutions are deemed to be passed by requisite majority as on the date of the 75<sup>th</sup> AGM of the Company i.e. Thursday, June 15, 2023.
- You may accordingly declare the result of remote e-Voting before and during the AGM.

Thanking you,

For NL Bhatia & Associates  
Practicing Company Secretaries  
UIN: P1996MH055800  
UDIN: F008663E000492388



Bhaskar Upadhyay  
Partner  
FCS: 8663  
CP No.: 9625

Date: June 15, 2023  
Place: Mumbai



Countersigned

Mr. Srikant Nair  
Company Secretary