



## RALLIS INDIA LIMITED

June 20, 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: Proceedings and Voting Results of the 76<sup>th</sup> Annual General Meeting ('AGM') of Rallis India Limited ('the Company') held on Thursday, June 20, 2024**

The 76<sup>th</sup> AGM of the Company was held on Thursday, June 20, 2024 at 11.00 a.m. (IST) through Video Conferencing (VC) to transact the business as stated in the Notice dated April 22, 2024, 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 ('SEBI Listing Regulations') – **Annexure A**
- 2) Voting results of the businesses transacted at the AGM as required under Regulation 44(3) of the SEBI Listing Regulations – **Annexure B**
- 3) Report of the Scrutinizer dated June 20, 2024 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 2:06 p.m. (IST).

The Voting Results along with the Scrutinizer's Report dated June 20, 2024 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 Nair**  
**Company Secretary & Compliance Officer**  
Encl.: as above



## RALLIS INDIA LIMITED

### Annexure A

#### **Summary of proceedings of the 76th Annual General Meeting**

The 76<sup>th</sup> Annual General Meeting ('AGM' or 'Meeting') of the Members of Rallis India Limited ('the Company') was held on Thursday, June 20, 2024 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.

#### **Directors and KMP in attendance:**

<b>Sr.No.</b>	<b>Name of Director/KMP</b>	<b>Designation/Committee Position</b>	<b>Location</b>
1.	Mr. Bhaskar Bhat	Non-Executive, Non-Independent, Chairman	Joined over VC from the Common Venue in Mumbai
2.	Ms. Padmini Khare Kaicker	Independent Director and the Chairperson of the Audit Committee	Joined over VC from Mumbai
3.	Dr. C.V. Natraj	Independent Director and the Chairman of the Nomination and Remuneration Committee, Stakeholders Relationship Committee and Safety, Health, Environment and Sustainability Committee	Joined over VC from Bangalore
4.	Mr. Narain Duraiswami	Independent Director and the Chairman of the Corporate Social Responsibility Committee and Risk Management Committee	Joined over VC from Mumbai
5.	Mr. R. Mukundan	Non-Executive, Non-Independent, Director	Joined over VC from Mumbai
6.	Dr. Gyanendra Shukla	Managing Director & CEO	Joined over VC from the Common Venue in Mumbai
7.	Ms. Subhra Gourisaria	Chief Financial Officer	Joined over VC from the Common Venue in Mumbai
8.	Mr. Srikant Nair	Company Secretary & Compliance Officer	Joined over VC from the Common Venue in Mumbai

The Senior Leadership Team was also present through VC.



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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 appreciation and thanks to Mr. Sanjiv Lal and Dr. Punita Kumar Sinha for their invaluable contribution during their tenure with the Company. The Chairman briefed Members through the performance of the Company during FY 2023-24.

Dr. Gyanendra Shukla, Managing Director & CEO, made a presentation covering the importance of the Agricultural sector to the Indian economy, financial performance, cash usage and dividend, long term strategy of the Company, operational highlights, customer engagement campaigns, digital initiatives undertaken by the Company and CSR & volunteering, etc.

The Members were informed 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 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, 2024, 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, 2024.	Ordinary	
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.	Ordinary	
4.	Ratification of Remuneration of the Cost Auditors	Ordinary	



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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 along with 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, 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 before/during the AGM would be announced within the stipulated time frame and the results along with 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.

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. The Meeting concluded upon completion of the e-Voting process.

The Scrutinizer's Report was received after conclusion of the Meeting on June 20, 2024. All the Resolutions were declared as passed with requisite majority.

This is for your information and records.

Yours faithfully,  
**For Rallis India Limited**

**Srikant Nair**  
**Company Secretary & Compliance Officer**



## RALLIS INDIA LIMITED

### Annexure B

#### 76th Annual General Meeting Voting Results

<b>Date of Annual General Meeting</b>	June 20, 2024
<b>Total Number of shareholders on Record date i.e. June 13, 2024</b>	1,39,727
<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	58

Yours faithfully,  
**For Rallis India Limited**

**Srikant Nair**  
**Company Secretary & Compliance Officer**

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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, 2024, together with the Reports of the Board of Directors and 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		107116610	100.0000	107116610	0	100.0000	0.0000
	Poll	107116610	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	107116610	107116610	100.0000	107116610	0	100.0000	0.0000
Public- Institutions	E-Voting		42187924	93.5295	42187924	0	100.0000	0.0000
	Poll	45106519	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	45106519	42187924	93.5295	42187924	0	100.0000	0.0000
Public- Non Institutions	E-Voting		504342	1.1938	503965	377	99.9252	0.0748
	Poll	42245761	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	42245761	504342	1.1938	503965	377	99.9252	0.0748
<b>Total</b>		194468890	149808876	77.0349	149808499	377	99.9997	0.0003
<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	0
Public Insitutions	0
Public - Non Insitutions	0

For Rallis India Limited

**Srikant Nair**  
**Company Secretary & Compliance Officer**

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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, 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	107116610	107116610	100.0000	107116610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		107116610	107116610	100.0000	107116610	0	100.0000
Public- Institutions	E-Voting	45106519	42239933	93.6449	42239933	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		45106519	42239933	93.6449	42239933	0	100.0000
Public- Non Institutions	E-Voting	42245761	504792	1.1949	503032	1760	99.6513	0.3487
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		42245761	504792	1.1949	503032	1760	99.6513
<b>Total</b>		194468890	149861335	77.0619	149859575	1760	99.9988	0.0012
<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	0
Public Insitutions	0
Public - Non Insitutions	0

For Rallis India Limited

**Srikant Nair**  
**Company Secretary & Compliance Officer**

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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. R. Mukundan (DIN: 00778253), 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	107116610	107116610	100.0000	107116610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		107116610	107116610	100.0000	107116610	0	100.0000
Public- Institutions	E-Voting	45106519	42239933	93.6449	40847313	1392620	96.7031	3.2969
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		45106519	42239933	93.6449	40847313	1392620	96.7031
Public- Non Institutions	E-Voting	42245761	504167	1.1934	497265	6902	98.6310	1.3690
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		42245761	504167	1.1934	497265	6902	98.6310
<b>Total</b>		194468890	149860710	77.0615	148461188	1399522	99.0661	0.9339
<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	0
Public Insitutions	0
Public - Non Insitutions	0

For Rallis India Limited

**Srikant Nair**  
**Company Secretary & Compliance Officer**



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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		107116610	100.0000	107116610	0	100.0000	0.0000
	Poll	107116610	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	107116610	107116610	100.0000	107116610	0	100.0000	0.0000
Public- Institutions	E-Voting		42239933	93.6449	42239933	0	100.0000	0.0000
	Poll	45106519	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	45106519	42239933	93.6449	42239933	0	100.0000	0.0000
Public- Non Institutions	E-Voting		503834	1.1926	496957	6877	98.6351	1.3649
	Poll	42245761	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	42245761	503834	1.1926	496957	6877	98.6351	1.3649
<b>Total</b>		194468890	149860377	77.0614	149853500	6877	99.9954	0.0046
<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	0
Public Insitutions	0
Public - Non Insitutions	0

For Rallis India Limited

**Srikant Nair**  
**Company Secretary & Compliance Officer**



**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 76<sup>th</sup> 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 76<sup>th</sup> AGM of the Equity Shareholders of the Company held on Thursday, June 20, 2024 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 76<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 76<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 2023-24, 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 Monday, May 20, 2024 and Thursday, May 30, 2024 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., Thursday, June 13, 2024, were entitled to vote on the businesses (item nos. 1 to 4) as set out in the Notice of the 76<sup>th</sup> AGM.
- 3.5. The remote e-Voting commenced on Sunday, June 16, 2024 at 9.00 a.m. (IST) and ended on Wednesday, June 19, 2024 at 5.00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.
- 3.6. The Chairman at the 76<sup>th</sup> AGM held on Thursday, June 20, 2024 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, 2024, together with the Reports of the Board of Directors and 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	
14,98,08,876	436	14,98,08,499	05	377	99.9997	0.0003	-

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

- To declare dividend on the Equity Shares for the financial year ended March 31, 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	
14,98,61,335	438	14,98,59,575	03	1,760	99.9988	0.0012	-

**Item No. 3: 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.

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	
14,98,60,710	409	14,84,61,188	35	13,99,522	99.0661	0.9339	-



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

- **Ratification of Remuneration of the 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	
14,98,60,377	414	14,98,53,500	23	6,877	99.9954	0.0046	-

- 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 76<sup>th</sup> AGM of the Company i.e. Thursday, June 20, 2024.
- 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  
PR no. 700/2020



Bhaskar Upadhyay  
Partner

FCS: 8663

CP No.: 9625

UDIN: F008663F000594589

Date: June 20, 2024

Place: Mumbai



Countersigned

Mr. Srikant Nair  
Company Secretary & Compliance Officer