



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 pmeherhomji@rallis.co.in

Mrs P S Meherhomji
Company Secretary

PROCEEDINGS OF THE 67TH ANNUAL GENERAL MEETING OF THE COMPANY UNDER CLAUSE 31(D) OF THE LISTING AGREEMENT

- Meeting Day, Date and Time** : Monday, 29th June, 2015 at 3.00 p.m.
- Venue** : Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020.
- Chairman** : Mr. R. Gopalakrishnan, Chairman of the Board, took the Chair in terms of Article 87 of the Articles of Association of the Company.
- Members attending the Meeting** : 66 members were present in person and 2 by proxy.
- Quorum** : The requisite quorum as required under Section 103 of the Companies Act, 2013 was present.
1. After declaring the quorum to be present, the Chairman called the Meeting to order. He introduced the Directors seated on the dais. With the consent of the Shareholders, the Notice convening the Meeting, the Directors' Report, Financial Statements and the Auditors' Report for the year ended 31st March, 2015 were taken as read.
 2. The Chairman made his opening remarks. This was followed by a presentation made by the Managing Director & CEO of the Company, to the Shareholders, on the operations of the Company.
 3. The Chairman then informed the Shareholders that in compliance with 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 Clause 35B of the Listing Agreement, the Company had provided to the Members the facility to exercise their right to vote at the 67th Annual General Meeting by electronic means. For the benefit of Members who did not have access to e-voting facility, ballot forms were also sent along with the Notice of the Annual General Meeting, to enable them to send their assent or dissent by post.

.....2/-



RALLIS

: 2 :

The Chairman further informed the Shareholders that, pursuant to Section 107 of the Act, there would be no voting on the resolutions by show of hands. However, for the benefit of Shareholders who were present at the meeting and who had not cast their votes through e-voting/ ballot form, a poll was being conducted at the end of the meeting. The Shareholders were informed that Shareholders who had already cast their vote through e-voting/ sent ballot form, then such Shareholders should not cast their vote on the poll, since such vote would be considered as invalid.

The Shareholders were also informed that the Board of Directors had appointed Mr. N. L. Bhatia, Practicing Company Secretary, as Scrutinizer for scrutinizing the remote e-voting, voting by post through ballot paper and poll process at the Annual General Meeting, in a fair and transparent manner.

4. The Chairman then invited the Shareholders to ask questions, make comments and give their views, if any. The Shareholders were given an opportunity to speak in the order in which they had given their names. After giving sufficient time to all Shareholders who wished to speak, the Chairman and Managing Director gave their responses to the issues raised by the Shareholders.
5. The Chairman then authorized the Company Secretary to carry out the poll process. He announced that the combined results on the remote e-voting, voting by post through ballot paper and poll process would be announced on 30th June, 2015.
6. After all the Shareholders who wished to participate in the poll had cast their votes, the ballot box was sealed in the presence of the Scrutinizer. The Scrutinizer first counted the number of votes cast at the Meeting for and against the Resolutions. He then unlocked the votes cast through remote e-voting and also counted votes received by post. He then collated the votes cast at the Meeting, votes downloaded from the remote e-voting system and votes received by post through ballot paper, and submitted his consolidated report to the Chairman.

Business transacted at the 67th Annual General Meeting:

The following business was transacted at the Annual General Meeting:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements:

The following resolution was passed as an Ordinary Resolution:

RESOLVED THAT the Audited Financial Statements for the financial year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon, submitted to this Meeting, be and are hereby adopted.

.....3/-



RALLIS

: 3 :

2. Adoption of Audited Consolidated Financial Statements

The following resolution was passed as an Ordinary Resolution:

RESOLVED THAT Audited Consolidated Financial Statements for the financial year ended 31st March, 2015 together with Report of the Auditors thereon, submitted to this Meeting, be and are hereby adopted.

3. Confirm the payment of interim dividend and declare a final dividend the year 2014-15 on Equity Shares:

The following resolution was passed as an Ordinary Resolution:

RESOLVED THAT interim dividend of Re.1/- per share (100%) paid to the Equity Shareholders as on the Record date of 30th October, 2014 be and the same is hereby confirmed.

RESOLVED FURTHER THAT Final dividend of Rs.1.50 per share (150%) be paid on the fully paid-up Equity Shares of Re.1/- each of the Company in respect of the year ended 31st March, 2015 to those Shareholders whose names appear in the Register of Members as on 16th June, 2015 and to the beneficial owners of the shares as on beginning of 16th June, 2015, as per details furnished by the Depositories for this purpose.

RESOLVED FURTHER THAT the above final dividend be paid by credit to their bank accounts as per their bank details recorded with the Company or Depository Participants or by warrants dispatched to the Shareholders or their Mandatees, as the case may be, on 2nd July, 2015

4. Re-appointment of Mr. Bharat Vasani:

The following resolution was passed as an Ordinary Resolution:

RESOLVED THAT Mr. Bharat Vasani (DIN No.00040243) a Director retiring by rotation under Article 112 of the Articles of Association of the Company be and is hereby re-elected as a Director of the Company.

5. Appointment of Statutory Auditors:

The following resolution was passed as an Ordinary Resolution

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time,

....4/-



RALLIS

: 4 :

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366WW-100018), be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Sixty Ninth (69th) AGM to be held in 2017 (subject to ratification of their appointment at the AGM to be held in 2016), at such remuneration which includes service tax, out-of-pocket and travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS

6. Ratification of Cost Auditors' remuneration:

The following resolution was passed as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs.3.50 lakhs plus service tax and out-of-pocket expenses payable to M/s. N. I. Mehta & Co., who are appointed as Cost Auditors of the Company to conduct Cost Audits relating to Insecticides (Liquid, Solid and Technical Grade) and Chemicals (Plastic and polymers) of the Company for the year ending 31st March, 2016.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

As per the consolidated Scrutinizer's Report dated 29th June, 2015, all resolutions, as set out in the Notice of the Annual General Meeting dated 22nd April, 2015, were passed by the Members of the Company with the requisite majority.

(P. S. MEHERHOMJI)
COMPANY SECRETARY

Mumbai,
6th July, 2015