



## 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 pmehermomji@rallis.co.in

Mrs P S Meherhomji  
Company Secretary  
25<sup>th</sup> June, 2016

The General Manager  
Corporate Relations Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

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

Dear Sir,

**Sub: Voting results at Annual General Meeting held on 24<sup>th</sup> June, 2016**

-----

As required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Voting Results for the resolutions forming part of the notice of the Annual General Meeting of the Company held on 24<sup>th</sup> June, 2016:

**Details of Voting Results:**

Date of the AGM	24 <sup>th</sup> June, 2016
Total number of shareholders on record date: Book Closure: 14 <sup>th</sup> June, 2016 to 24 <sup>th</sup> June, 2016 (both days inclusive)  Cut-off date for E-voting: 17 <sup>th</sup> June, 2016	37,214
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>	3 82
Number of Shareholders who attended the meeting through Video Conferencing	Not Applicable

.....2/-



RALLIS

: 2 :

Agenda - wise

Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?	Remarks
1	Adoption of Audited Financial Statements, Board's and Auditors' Reports for the financial year ended 31st March, 2016	Ordinary	No	The resolution was passed with requisite majority
2	Adoption of Audited Consolidated Financial Statements and Auditors' Report for the financial year ended 31st March, 2016	Ordinary	No	The resolution was passed with requisite majority
3	Declaration of dividend for the year 2015-16 on Equity Shares	Ordinary	No	The resolution was passed with requisite majority
4	Re-appointment of Mr. R. Mukundan, who retires by rotation	Ordinary	No	The resolution was passed with requisite majority
5	Ratification of appointment of Statutory Auditors and fixing their remuneration	Ordinary	No	The resolution was passed with requisite majority
6	Appointment of Mr. Bhaskar Bhat as Director	Ordinary	No	The resolution was passed with requisite majority
7	Ratification of Cost Auditors' remuneration	Ordinary	No	The resolution was passed with requisite majority



RALLIS

: 3 :

The combined results of voting through e-voting and poll taken at the Annual General Meeting are enclosed in the prescribed format. The Scrutinizer's Report on the combined voting results is also enclosed.

Thanking You,

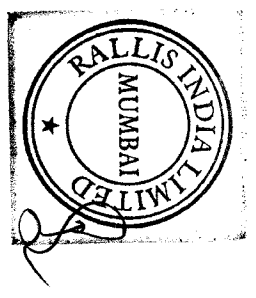
Yours faithfully,  
RALLIS INDIA LIMITED

(P. S. MEHERHOMJI)

Encl: a/a

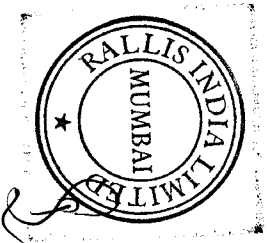
**RALLIS INDIA LIMITED**  
Adoption of Audited Financial Statements, Board's and Auditors' Reports for the financial year ended 31st March, 2016

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
Resolution No 1	Category	Mode of voting	Total 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	Promoter and Promoter Group	E-voting	97416610	97416610	$\frac{[3]}{[1]} \times 100$ 100.0000	97416610	0	$\frac{[6]}{[2]} \times 100$ 100.0000	$\frac{[7]}{[5]} \times 100$ 0.0000
		Poll	97416610	0	0.0000	0	0	0.0000	0.0000
		<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>
2	Public Institutions	E-voting	39316218	32207869	81.9201	32207869	0	100.0000	0.0000
		Poll	39316218	0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>	<b>39316218</b>	<b>32207869</b>	<b>81.9201</b>	<b>32207869</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
3	Public Shareholding (Non-Institutions)	E-voting	57736062	50312	0.0871	50162	150	99.7019	0.2981
		Poll	57736062	10702	0.0185	10702	0	100.0000	0.0000
		<b>Total</b>	<b>57736062</b>	<b>61014</b>	<b>0.1057</b>	<b>60864</b>	<b>150</b>	<b>99.7542</b>	<b>0.2458</b>
<b>Grand Totals</b>			<b>194468890</b>	<b>129685493</b>	<b>66.6870</b>	<b>129685343</b>	<b>150</b>	<b>99.9999</b>	<b>0.0001</b>



**RALLIS INDIA LIMITED**  
Adoption of Audited Consolidated Financial Statements and Auditors' Report for the financial year ended 31st March, 2016

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
Resolution No 2	Category	Mode of voting	Total 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]	$[3] = \frac{[2]}{[1]} * 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} * 100$	$[7] = \frac{[5]}{[2]} * 100$
1	Promoter and Promoter Group	E-voting Poll Total	97416610 97416610 97416610	97416610 0 97416610	100.0000 0.0000 100.0000	97416610 0 97416610	0 0 0	100.0000 0.0000 100.0000	0.0000 0.0000 0.0000
2	Public Institutions	E-voting Poll Total	39316218 39316218 39316218	32207869 0 32207869	81.9201 0.0000 81.9201	32207869 0 32207869	0 0 0	100.0000 0.0000 100.0000	0.0000 0.0000 0.0000
3	Public Shareholding (Non-Institutions)	E-voting Poll Total	57736062 57736062 57736062	50112 10702 60814	0.0868 0.0185 0.1053	50112 10702 60814	0 0 0	100.0000 100.0000 100.0000	0.0000 0.0000 0.0000
	<b>Grand Totals</b>		<b>194468890</b>	<b>129685293</b>	<b>66.6869</b>	<b>129685293</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



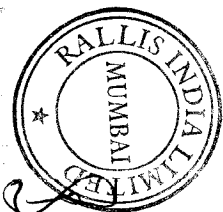
**RALLIS INDIA LIMITED**  
Declaration of dividend for the year 2015-16 on Equity Shares

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
Resolution No 3	Category	Mode of voting	Total 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	Promoter and Promoter Group	E-voting	97416610	97416610	100.0000	97416610	0	100.0000	0.0000
		Poll	97416610	0	0.0000	0	0	0.0000	0.0000
		<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>
2	Public Institutions	E-voting	39316218	32207869	81.9201	32207869	0	100.0000	0.0000
		Poll	39316218	0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>	<b>39316218</b>	<b>32207869</b>	<b>81.9201</b>	<b>32207869</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
3	Public Shareholding (Non-Institutions)	E-voting	57736062	50098	0.0868	50060	38	99.9241	0.0759
		Poll	57736062	10712	0.0186	10712	0	100.0000	0.0000
		<b>Total</b>	<b>57736062</b>	<b>60810</b>	<b>0.1053</b>	<b>60772</b>	<b>38</b>	<b>99.9375</b>	<b>0.0625</b>
<b>Grand Totals</b>			<b>194468890</b>	<b>129685289</b>	<b>66.6869</b>	<b>129685251</b>	<b>38</b>	<b>100.0000</b>	<b>0.0000</b>



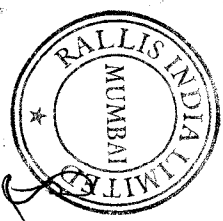
**RALLIS INDIA LIMITED**  
Re-appointment of Mr. R. Mukundan, who retires by rotation

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
Resolution No 4	Category	Mode of voting	Total 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]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
1	Promoter and Promoter Group	E-voting Poll Total	97416610 97416610 97416610	97416610 0 97416610	100.0000 0.0000 100.0000	97416610 0 97416610	0 0 0	100.0000 0.0000 100.0000	0.0000 0.0000 0.0000
2	Public Institutions	E-voting Poll Total	39316218 39316218 39316218	32207869 0 32207869	81.9201 0.0000 81.9201	32207869 0 32207869	0 0 0	100.0000 0.0000 100.0000	0.0000 0.0000 0.0000
3	Public Shareholding (Non-Institutions)	E-voting Poll Total	57736062 57736062 57736062	49847 10712 60559	0.0863 0.0186 0.1049	49679 10712 60391	168 0 168	99.6630 100.0000 99.7226	0.3370 0.0000 0.2774
	<b>Grand Totals</b>		<b>194468890</b>	<b>129685038</b>	<b>66.6868</b>	<b>129684870</b>	<b>168</b>	<b>99.9999</b>	<b>0.0001</b>



**RALLIS INDIA LIMITED**  
Ratification of appointment of Statutory Auditors and fixing their remuneration

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
Resolution No 5	Category	Mode of voting	Total 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	Promoter and Promoter Group	E-voting	97416610	97416610	100.0000	97416610	0	100.0000	0.0000
		Poll	97416610	0	0.0000	0	0	0.0000	0.0000
		<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>
2	Public Institutions	E-voting	39316218	32207869	81.9201	23587402	8620467	73.2349	26.7651
		Poll	39316218	0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>	<b>39316218</b>	<b>32207869</b>	<b>81.9201</b>	<b>23587402</b>	<b>8620467</b>	<b>73.2349</b>	<b>26.7651</b>
3	Public Shareholding (Non-Institutions)	E-voting	57736062	49850	0.0863	49650	200	99.5988	0.4012
		Poll	57736062	10712	0.0186	10512	200	98.1329	1.8671
		<b>Total</b>	<b>57736062</b>	<b>60562</b>	<b>0.1049</b>	<b>60162</b>	<b>400</b>	<b>99.3395</b>	<b>0.6605</b>
<b>Grand Totals</b>			<b>194468890</b>	<b>129685041</b>	<b>66.6868</b>	<b>121064174</b>	<b>8620867</b>	<b>93.3525</b>	<b>6.6475</b>





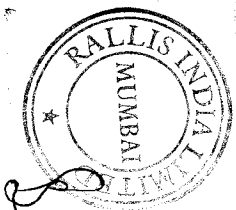
**RALLIS INDIA LIMITED**  
Appointment of Mr. Bhaskar Bhat as Director

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
Resolution No 6	Category	Mode of voting	Total 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]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
1	Promoter and Promoter Group	E-voting	97416610	97416610	100.0000	97416610	0	100.0000	0.0000
		Poll	97416610	0	0.0000	0	0	0.0000	0.0000
		<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>
2	Public Institutions	E-voting	39316218	32207869	81.9201	31590065	617804	98.0818	1.9182
		Poll	39316218	0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>	<b>39316218</b>	<b>32207869</b>	<b>81.9201</b>	<b>31590065</b>	<b>617804</b>	<b>98.0818</b>	<b>1.9182</b>
3	Public Shareholding (Non-Institutions)	E-voting	57736062	50042	0.0867	49777	265	99.4704	0.5296
		Poll	57736062	10712	0.0186	10582	130	98.7864	1.2136
		<b>Total</b>	<b>57736062</b>	<b>60754</b>	<b>0.1052</b>	<b>60359</b>	<b>395</b>	<b>99.3498</b>	<b>0.6502</b>
	<b>Grand Totals</b>		<b>194468890</b>	<b>129685233</b>	<b>66.6869</b>	<b>129067034</b>	<b>618199</b>	<b>99.5233</b>	<b>0.4767</b>



**RALLIS INDIA LIMITED**  
Ratification of Cost Auditors' remuneration

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
Resolution No 7	Category	Mode of voting	Total 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
1	Promoter and Promoter Group	E-voting Poll Total	97416610 97416610 97416610	97416610 0 97416610	100.0000 0.0000 100.0000	97416610 0 97416610	0 0 0	100.0000 0.0000 100.0000	0.0000 0.0000 0.0000
2	Public Institutions	E-voting Poll Total	39316218 39316218 39316218	32207869 0 32207869	81.9201 0.0000 81.9201	32191577 0 32191577	16292 0 16292	99.9494 0.0000 99.9494	0.0506 0.0000 0.0506
3	Public Shareholding (Non-Institutions)	E-voting Poll Total	57736062 57736062 57736062	49771 10712 60483	0.0862 0.0186 0.1048	48991 10712 59703	780 0 780	98.4328 100.0000 98.7104	1.5672 0.0000 1.2896
<b>Grand Totals</b>			<b>194468890</b>	<b>129684962</b>	<b>66.6867</b>	<b>129667890</b>	<b>17072</b>	<b>99.9868</b>	<b>0.0132</b>





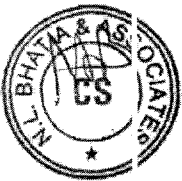
**Scrutinizer's Report**

**[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  
68<sup>th</sup> 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 scrutinizer, by the Board of Directors of Rallis India Limited for the purpose of scrutinizing the remote e-voting and ballot process at the Annual General Meeting and ascertaining the requisite majority on remote e-voting and ballot process 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 68<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on the 24<sup>th</sup> June, 2016 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 68<sup>th</sup> Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and ballot processes 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, and ballot papers made available at the Annual General Meeting.

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 May 31, 2016 in Businessline 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. 17<sup>th</sup> June, 2016 were entitled to vote on the resolutions (item no. 1 to 7) as set out in the notice of the 68<sup>th</sup> Annual General Meeting.
  - 3.5. The Chairman at the 68<sup>th</sup> Annual General meeting, held on 24<sup>th</sup> June, 2016 had announced that members who have not exercised their votes through remote e-voting may, if they wish to, exercise their votes through ballot at the meeting.
  - 3.6. The remote e-voting commenced from 21<sup>st</sup> June, 2016 (9:00 a.m.) and ended on 23<sup>rd</sup> June, 2016 (5:00 p.m.).
  - 3.7. The votes cast were unblocked after the AGM in the presence of two witnesses, Ms Kinjal Kotak and Ms Astha Purwar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
\_\_\_\_\_

  
\_\_\_\_\_

- 3.8. My combined report on the results of voting through e-voting and ballot at the Annual General Meeting is as under;



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

- To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2016 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 Invalid / abstained
				Favor	Against	
194468890	129685493	129685343	150	99.9999	0.0001	2

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

- To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2016 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 Invalid / abstained
				Favor	Against	
194468890	129685293	129685293	0	100	0	3

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

- To declare dividend for the financial year 2015-16 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 Invalid / abstained
				Favor	Against	
194468890	129685289	129685251	38	100	0	4



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

- To appoint a Director in place of Mr. R. Mukundan (DIN No. 00778253) 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 Invalid / abstained
				favor	against	
194468890	129685038	129684870	168	99.9999	0.0001	6

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

- Ratification of appointment of Statutory Auditors and fixing their remuneration.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes Invalid / abstained
				Favor	against	
194468890	129685041	121064174	8620867	93.3525	6.6475	8

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

- Appointment of Mr. Bhaskar Bhat (DIN No 00148778) as Director.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes Invalid / abstained
				Favor	against	
194468890	129685233	129067034	618199	99.5233	0.4767	4



**Item No. 7:- 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 Invalid / abstained
				Favor	against	
194468890	129684962	129667890	17072	99.9868	0.0132	5

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 done at the AGM through Ballot Paper 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 68<sup>th</sup> Annual General Meeting of the Company
6. You may accordingly declare the result of voting by e-voting and Ballot paper at the AGM.

Thanking you,

Place: Mumbai  
Date: June 24, 2016



Yours faithfully,

*Navnit Bhatia*

N.L.Bhatia, FCS  
Practicing Company Secretary  
Scrutinizer  
FCS:-1176  
C.P NO. 422

Countersigned

*P. S. Meherhomji*

Mrs. P. S. Meherhomji  
(Company Secretary)