



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
69th 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 69th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on the 23rd June, 2017 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 69th 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. 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 1st June, 2017 in The Hindu 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. 16th June, 2017 were entitled to vote on the resolutions (item no. 1 to 9) as set out in the notice of the 69th Annual General Meeting.
- 3.5. The Chairman at the 69th Annual General meeting, held on 23rd June, 2017 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 20th June, 2017 (9:00 a.m.) and ended on 22nd June, 2017 (5:00 p.m.).
- 3.7. The votes cast were unblocked after the AGM in the presence of two witnesses, Astha Purwar and Yatri Vora who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Astha

Yatri Vora.

- 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 31st March, 2017 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 abstained
				Favor	Against	
194468890	121591341	121591141	200	99.99	0.01	100

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

- To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March, 2017 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 abstained
				Favor	Against	
194468890	121591266	121591265	1	99.99	0.01	100

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

- To declare dividend, including special dividend, for the financial year 2016-17 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 abstained
				Favor	Against	
194468890	121591506	121591506	0	100	0	100



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

- To appoint a Director in place of Mr. Bharat Vasani (DIN 00040243) 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 abstained
				Favor	Against	
194468890	121590016	121588360	1656	99.99	0.001	100

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

- To appoint Statutory Auditors of the Company and fix their remuneration.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes abstained
				Favor	Against	
194468890	121590266	120949519	640747	99.47	0.53	100

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

- Appointment of Dr. C. V. Natraj (DIN 07132764) as Independent Director.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes abstained
				Favor	Against	
194468890	121590031	121574424	15607	99.99	0.01	100



Item No. 7:- As an Ordinary Resolution :-

- Appointment of Mrs. Padmini Khare Kaicker (DIN 00296388) as Independent Director.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes abstained
				Favor	Against	
194468890	121590091	121589010	1081	99.99	0.01	100

Item No. 8:- As an Ordinary Resolution :-

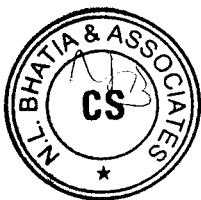
- Re-appointment of Mr. V. Shankar (DIN 01385240) as Managing Director and CEO.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes abstained
				Favor	Against	
194468890	121589881	120306016	1283865	98.94	1.06	100

Item No. 9:- 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 abstained
				Favor	Against	
194468890	121590256	121590041	215	99.99	0.01	100



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 69th 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 23, 2017



Yours faithfully,

N. L. Bhatia

N. L. Bhatia, FCS
Practicing Company Secretary
Scrutinizer
FCS No. 1176
CP No. 422

Countersigned

P. S. Meherhomji

Mrs. P. S. Meherhomji
(Company Secretary)