



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

20th July, 2017

The General Manager
Corporate Relationship Dept.
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,

Re: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we wish to inform you that the Board of Directors of the Company, at its meeting held today, has approved the Scheme of Amalgamation ("Scheme") under Sections 230 to 232 of the Companies Act, 2013 for the merger of Zero Waste Agro-Organics Limited, wholly owned subsidiary of the Company, with the Company, subject to such approvals as may be required.

The merger is subject to the necessary statutory and regulatory approvals, including approval of the National Company Law Tribunal.

The details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No.CIR/CFD/CMD/4/2015 dated 9th September, 2015 are given in the enclosed Annexure.

Thanking you,

Yours faithfully,
RALLIS INDIA LIMITED

(P. S. MEHERHOMJI)

Encl.: a/a



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Annexure

Disclosure of Information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015

Amalgamation of Zero Waste Agro-Organics Limited into and with Rallis India Limited:

1. Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as, size, turnover etc.:

Transferor Entity: Zero Waste Agro-Organics Limited ("ZWAOL") is a Public Limited Company incorporated under the Companies Act, 1956, having its Registered Office at Kapil Towers, 1st Floor, S.No.40-1/B, Near Sagam Bridge, Dr. Ambedkar Road, Pune 411001 (the "Transferor Company"). The Transferor Company is not a listed entity.

Transferee Entity: Rallis India Limited ("Rallis") is a Public Limited Company incorporated under the Indian Companies Act, 1913, having its Registered Office at 156/157 15th Floor, Nariman Bhavan, 227, Nariman Point, Mumbai 400021 (the "Transferee Company"). The equity shares of the Transferee Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

Set out below are brief details of the net worth and total revenue of the Transferor Company and the Transferee Company:

(₹ in lacs)

Particulars	Net Worth	Total Revenue
	As at 30 th June, 2017	For three months ended 30 th June, 2017
Transferor Company	1,451.87	203.91
Transferee Company	103,675.24	26,831.52

2. Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length":

The Transferor Company is a wholly-owned subsidiary of the Transferee Company. The proposed merger does not fall within the purview of related party transaction in view of General Circular No. 30/2014 dated 17th July, 2014 issued by the Ministry of Corporate Affairs and since the same is subject to the sanction of the National Company Law Tribunal. Further, pursuant to Regulation 23(5)(b) of the Listing Regulations, the related party transaction provisions are not applicable to the proposed scheme.

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3. Area of business of the entity(ies):

- i. The Transferor Company is engaged in the business of manufacture of scientifically enriched organic compost.
- ii. The Transferee Company is engaged in the business of providing crop care solutions and agri services to the farming community. It manufactures "agri inputs" comprising crop protection products, plant growth nutrients and seeds and provides agri-solutions.

4. Rationale for amalgamation/ merger:

The Scheme will help in achieving cost effectiveness, operational and management efficiency.

5. In case of cash consideration – amount or otherwise share exchange ratio:

There is no cash consideration involved. The Transferor Company is a wholly-owned subsidiary of the Transferee Company and the entire share capital of the Transferor Company is held by the Transferee Company and its nominees. Therefore, upon the Scheme becoming effective, all shares held by the Transferee Company and its nominees in the share capital of the Transferor Company as on the effective date shall stand cancelled, without any further act or deed.

6. Brief details of change in shareholding pattern (if any) of listed entity:

There will be no change in the shareholding pattern of the Transferee Company pursuant to the Scheme as no shares are being issued by the Transferee Company in connection with the Scheme.

Further in terms of sub-paragraph (ii) of paragraph 4(d) of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017, in case a wholly-owned subsidiary is merged with its parent listed entity, where the shareholders and the shareholding pattern of the parent listed company remains the same, it will be treated as 'no change in shareholding pattern'.