



### **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

70<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 70<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on the 02<sup>nd</sup> July, 2018 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 70<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 it's 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 8<sup>th</sup> June, 2018 in The Hindu Business Line 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. 25<sup>th</sup> June, 2018 were entitled to vote on the resolutions (item no. 1 to 7) as set out in the notice of the 70<sup>th</sup> Annual General Meeting.



- 3.5. The Chairman at the 70<sup>th</sup> Annual General meeting, held on 02<sup>nd</sup> July, 2018 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 28<sup>th</sup> June, 2018 (9:00 a.m.) and ended on 01<sup>st</sup> July, 2018 (5:00 p.m.).
- 3.7. The votes cast were unblocked after the AGM in the presence of two witnesses, Hiral Thakkar and Bijal Momaya who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Hiral

Bijal

- 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 of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 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 / invalid
				Favor	Against	
194468890	130587338	130587128	210	99.99	0.01	400



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

- To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 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 / invalid
				Favor	Against	
194468890	130587738	130587527	211	99.99	0.01	-

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

- To declare dividend for the Financial Year 2017-18 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 / invalid
				Favor	Against	
194468890	130587833	130587637	196	99.99	0.01	-



**Item No. 4:- 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 Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes abstained / invalid
				Favor	Against	
194468890	130587143	130105356	481787	99.63	0.37	-

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

- Appointment of Mr. John Mulhall (DIN: 08101474) as Director.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes abstained / invalid
				Favor	Against	
194468890	130587354	130583866	3488	99.99	0.01	-



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

- Payment of Commission to Non- Whole-time Directors of the Company.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes abstained / invalid
				Favor	Against	
194468890	130587558	130575693	11865	99.99	0.01	10

**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 abstained / invalid
				Favor	Against	
194468890	130587544	130582119	5425	99.99	0.01	-

- 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.
- The above mentioned resolutions are deemed to be passed as on the date of the



70<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,

Yours faithfully



*N. L. Bhatia*

**N. L. Bhatia, FCS**

Practicing Company Secretary

Scrutinizer

FCS: 1176

CP No.: 422

**Date: 02/07/2018**

**Place: Mumbai**

**Countersigned**

*P. S. Meherhomji*

**Mrs. P. S. Meherhomji  
(Company Secretary)**