



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

24th June, 2017

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: Proceedings of the 69th Annual General Meeting held on
23rd June, 2017.**

Please find enclosed proceedings of the 69th Annual General Meeting of the Company held on 23rd June, 2017, as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the above on record.

Thanking You,

Yours faithfully,
RALLIS INDIA LIMITED

(P. S. MEHERHOMJI)

Encl: a/a



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Mrs P S Meherhomji

Company Secretary

**PROCEEDINGS OF THE 69TH ANNUAL GENERAL MEETING OF THE COMPANY UNDER
REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015.**

Meeting Day, Date and Time : Friday, 23rd June, 2017 at 3.00 p.m.

Venue : Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020.

Chairman : Mr. Bhaskar Bhat, Chairman of the Board, took the Chair in terms of Article 87 of the Articles of Association of the Company.

Members attending the Meeting : 94 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 Board's Report, Financial Statements and the Auditors' Report for the year ended 31st March, 2017 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.

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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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided to the Members the facility to exercise their right to vote at the 69th Annual General Meeting by electronic means.

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 remote e-voting, a poll was being conducted at the end of the meeting. The Shareholders were informed that Shareholders who had already cast their vote through remote e-voting 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 process and poll process at the Annual General Meeting, in a fair and transparent manner.

Empty Ballot Box was then shown to the shareholders and was subsequently locked by the Scrutinizer.

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 and poll process would be announced on 24th June, 2017.
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 unblocked the votes cast through remote e-voting. He then collated the votes cast at the Meeting and votes downloaded from the remote e-voting system and submitted his consolidated report to the Chairman.

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Business transacted at the 69th Annual General Meeting:

The following business was transacted at the Annual General Meeting:

ORDINARY BUSINESS

1. **Adoption of Audited Financial Statements, Board's and Auditors' Reports for the financial year ended 31st March, 2017:**

The following resolution was passed as an Ordinary Resolution:

RESOLVED THAT the Audited Financial Statements for the financial year ended 31st March, 2017, together with the Reports of the Board of Directors and Auditors thereon, submitted to this Meeting, be and are hereby adopted.

2. **Adoption of Audited Consolidated Financial Statements and Auditors' Report for the financial year ended 31st March, 2017:**

The following resolution was passed as an Ordinary Resolution:

RESOLVED THAT the Audited Consolidated Financial Statements for the financial year ended 31st March, 2017, together with the Report of the Auditors thereon, submitted to this Meeting, be and are hereby adopted.

3. **Declaration of dividend, including special dividend, for the year 2016-17 on Equity Shares:**

The following resolution was passed as an Ordinary Resolution:

RESOLVED THAT dividend of ₹ 2.50 per share (250%) and a special one-time dividend of ₹ 1.25 per share (125%) be paid on the fully paid-up Equity Shares of ₹ 1/- each of the Company in respect of the year ended 31st March, 2017, to those Shareholders whose names appear in the Register of Members as of the close of business hours on 12th June, 2017 and to the beneficial owners of the shares as on beginning of 13th June, 2017, as per details furnished by the Depositories for this purpose.

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RESOLVED FURTHER THAT the above dividend and special dividend be paid by credit to the bank accounts of the Shareholders, 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 28th June, 2017.

4. Re-appointment of Mr. Bharat Vasani, who retires by rotation:

The following resolution was passed as an Ordinary Resolution:

RESOLVED THAT Mr. Bharat Vasani (DIN 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. To appoint Statutory Auditors of the Company and fix their remuneration:

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 ('the Act') and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), be and is hereby appointed as Auditors of the Company in place of the retiring auditors Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the Seventy Fourth (74th) AGM to be held in 2022 (subject to ratification of their appointment at every AGM, if so required under the Act), at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

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SPECIAL BUSINESS

6. Appointment of Dr. C. V. Natraj as Independent Director:

The following resolution was passed as an Ordinary Resolution:

RESOLVED THAT Dr. C. V. Natraj (DIN: 07132764), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22nd July, 2016 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 ('the Act') and Article 116 of the Articles of Association of the Company, but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, appointment of Dr. C. V. Natraj, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years, with effect from 22nd July, 2016 up to 21st July, 2021, be and is hereby approved.

7. Appointment of Mrs. Padmini Khare Kaicker as Independent Director:

The following resolution was passed as an Ordinary Resolution:

RESOLVED THAT Mrs. Padmini Khare Kaicker (DIN: 00296388), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22nd July, 2016 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 ('the Act') and Article 116 of the Articles of Association of the Company, but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, proposing her candidature for the office of Director, be and is hereby appointed a Director of the Company.

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RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, appointment of Mrs. Padmini Khare Kaicker, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years, with effect from 22nd July, 2016 up to 21st July, 2021, be and is hereby approved.

8. Re-appointment of Mr. V. Shankar as Managing Director & CEO:

The following resolution was passed as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves of the re-appointment and terms of remuneration of Mr. V. Shankar (DIN: 01385240) as the Managing Director & CEO of the Company with effect from 13th March, 2017 (the date of appointment) up to 30th September, 2021 (till he attains the retirement age), upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Shankar.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

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9. Ratification of Cost Auditors' remuneration:

The following resolution was passed as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 148(3) 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 ₹ 4 lakhs plus applicable taxes and out-of-pocket expenses incurred in connection with the audit, payable to D. C. Dave & Co. (Firm Registration No.000611), who are appointed as Cost Auditors of the Company to conduct Cost Audits relating to Insecticides (Liquid, Solid and Technical Grade), Fertilizers and Chemicals (Plastics and Polymers) of the Company for the financial year ending 31st March, 2018.

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 23rd June, 2017, all resolutions, as set out in the Notice of the Annual General Meeting dated 24th April, 2017, were passed by the Members of the Company with the requisite majority.

RALLIS INDIA LIMITED

(P. S. MEHERHOMJI)
COMPANY SECRETARY

Mumbai,
24th June, 2017



RALLIS INDIA LIMITED

Corporate Identity No. L36992MH1948PLC014083

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Tel 91 22 6776 1657 Fax 91 22 6776 1775 email pmeherhomji@rallis.co.in

Mrs P S Meherhomji

Company Secretary

24th June, 2017

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 23rd June, 2017

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 23rd June, 2017:

Details of Voting Results:

Date of the AGM	23 rd June, 2017
Total number of shareholders on record date: Book Closure: 13 th June, 2017 to 23 rd June, 2017 (both days inclusive) Cut-off date for E-voting: 16 th June, 2017	45,264
No. of Shareholders present at the meeting either in person or through proxy: • Promoter and promoter group • Public	1 95
Number of Shareholders who attended the meeting through Video Conferencing	Not Applicable

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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, 2017	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, 2017	Ordinary	No	The resolution was passed with requisite majority
3	Declaration of dividend, including special dividend, for the year 2016-17 on Equity Shares	Ordinary	No	The resolution was passed with requisite majority
4	Re-appointment of Mr. Bharat Vasani, who retires by rotation	Ordinary	No	The resolution was passed with requisite majority
5	To appoint Statutory Auditors of the Company and fix their remuneration	Ordinary	No	The resolution was passed with requisite majority
6	Appointment of Dr. C. V. Natraj as Independent Director	Ordinary	No	The resolution was passed with requisite majority
7	Appointment of Mrs. Padmini Khare Kaicker as Independent Director	Ordinary	No	The resolution was passed with requisite majority

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8	Re-appointment of Mr. V. Shankar as Managing Director & CEO	Ordinary	No	The resolution was passed with requisite majority
9	Ratification of Cost Auditors' remuneration	Ordinary	No	The resolution was passed with requisite majority

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, 2017

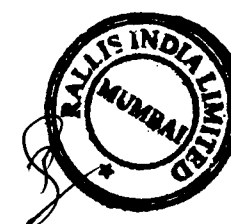
Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
Resolution No 1									
	Category	Mode of voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-voting	97416610	97416610	100.00	97416610	0	100.00	0.00
		Poll	97416610	0	0.00	0	0	0.00	0.00
		Total	97416610	97416610	100.00	97416610	0	100.00	0.00
2	Public Institutions	E-voting	34964203	24088948	68.90	24088948	0	100.00	0.00
		Poll	34964203	0	0.00	0	0	0.0000	0.00
		Total	34964203	24088948	68.90	24088948	0	100.00	0.00
3	Public Shareholding (Non-Institutions)	E-voting	62088077	69479	0.11	69279	200	99.71	0.29
		Poll	62088077	16304	0.03	16304	0	100.00	0.00
		Total	62088077	85783	0.14	85583	200	99.77	0.23
	Grand Totals		194468890	121591341	62.52	121591141	200	100.00	0.00



RALLIS INDIA LIMITED

Adoption of Audited Consolidated Financial Statements and Auditors' Report for the financial year ended 31st March, 2017

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]=[2]/([1])*100	[4]	[5]	[6]=[4]/([2])*100	[7]=[5]/([2])*100
1	Promoter and Promoter Group	E-voting	97416610	97416610	100.00	97416610	0	100.00	0.00
		Poll	97416610	0	0.0000	0	0	0.00	0.00
		Total	97416610	97416610	100.00	97416610	0	100.00	0.00
2	Public Institutions	E-voting	34964203	24088948	68.90	24088948	0	100.00	0.00
		Poll	34964203	0	0.00	0	0	0.0000	0.00
		Total	34964203	24088948	68.90	24088948	0	100.00	0.00
3	Public Shareholding (Non-Institutions)	E-voting	62088077	69404	0.11	69403	1	100.00	0.00
		Poll	62088077	16304	0.03	16304	0	100.00	0.00
		Total	62088077	85708	0.14	85707	1	100.00	0.00
	Grand Totals		194468890	121591266	62.52	121591265	1	100.00	0.00



RALLIS INDIA LIMITED
Declaration of dividend, including special dividend, for the year 2016-17 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]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-voting	97416610	97416610	100.00	97416610	0	100.00	0.00
		Poll	97416610	0	0.0000	0	0	0.00	0.00
		Total	97416610	97416610	100.00	97416610	0	100.00	0.00
2	Public Institutions	E-voting	34964203	24088948	68.90	24088948	0	100.00	0.00
		Poll	34964203	0	0.00	0	0	0.0000	0.00
		Total	34964203	24088948	68.90	24088948	0	100.00	0.00
3	Public Shareholding (Non-Institutions)	E-voting	62088077	69644	0.11	69644	0	100.00	0.00
		Poll	62088077	16304	0.03	16304	0	100.00	0.00
		Total	62088077	85948	0.14	85948	0	100.00	0.00
	Grand Totals		194468890	121591506	62.52	121591506	0	100.00	0.00



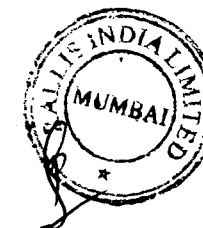
RALLIS INDIA LIMITED
Re-appointment of Mr. Bharat Vasani (DIN: 00040243), who retires by rotation

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]=[2]/([1])*100	[4]	[5]	[6]=[4]/([2])*100	[7]=[5]/([2])*100
1	Promoter and Promoter Group	E-voting	97416610	97416610	100.00	97416610	0	100.00	0.00
		Poll	97416610	0	0.0000	0	0	0.00	0.00
		Total	97416610	97416610	100.00	97416610	0	100.00	0.00
2	Public Institutions	E-voting	34964203	24088948	68.90	24088948	0	100.00	0.00
		Poll	34964203	0	0.00	0	0	0.0000	0.00
		Total	34964203	24088948	68.90	24088948	0	100.00	0.00
3	Public Shareholding (Non-Institutions)	E-voting	62088077	68154	0.11	66498	1656	97.57	2.43
		Poll	62088077	16304	0.03	16304	0	100.00	0.00
		Total	62088077	84458	0.14	82802	1656	98.04	1.96
	Grand Totals		194468890	121590016	62.52	121588360	1656	100.00	0.00



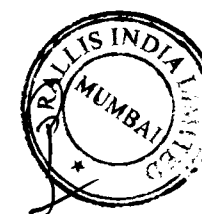
RALLIS INDIA LIMITED
To appoint Statutory Auditors of the Company and fix their remuneration

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]	[2]	[3]=[2]/([1])*100	[4]	[5]	[6]=[4]/([2])*100	[7]=[5]/([2])*100
1	Promoter and Promoter Group	E-voting	97416610	97416610	100.00	97416610	0	100.00	0.00
		Poll	97416610	0	0.0000	0	0	0.00	0.00
		Total	97416610	97416610	100.00	97416610	0	100.00	0.00
2	Public Institutions	E-voting	34964203	24088948	68.90	23448435	640513	97.34	2.66
		Poll	34964203	0	0.00	0	0	0.0000	0.00
		Total	34964203	24088948	68.90	23448435	640513	97.34	2.66
3	Public Shareholding (Non-Institutions)	E-voting	62088077	68404	0.11	68170	234	99.66	0.34
		Poll	62088077	16304	0.03	16304	0	100.00	0.00
		Total	62088077	84708	0.14	84474	234	99.72	0.28
	Grand Totals		194468890	121590266	62.52	120949519	640747	99.47	0.53



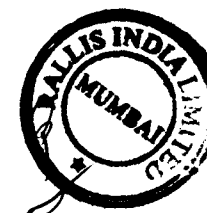
RALLIS INDIA LIMITED
Appointment of Dr. C. V. Natraj (DIN:07132764) as Independent Director

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]=[2]/([1])*100	[4]	[5]	[6]=[4]/(2)]*100	[7]=[5]/(2)]*100
1	Promoter and Promoter Group	E-voting	97416610	97416610	100.00	97416610	0	100.00	0.00
		Poll	97416610	0	0.0000	0	0	0.00	0.00
		Total	97416610	97416610	100.00	97416610	0	100.00	0.00
2	Public Institutions	E-voting	34964203	24088948	68.90	24074377	14571	99.94	0.06
		Poll	34964203	0	0.00	0	0	0.0000	0.00
		Total	34964203	24088948	68.90	24074377	14571	99.94	0.06
3	Public Shareholding (Non-Institutions)	E-voting	62088077	68169	0.11	67133	1036	98.48	1.52
		Poll	62088077	16304	0.03	16304	0	100.00	0.00
		Total	62088077	84473	0.14	83437	1036	98.77	1.23
	Grand Totals		194468890	121590031	62.52	121574424	15607	99.99	0.01



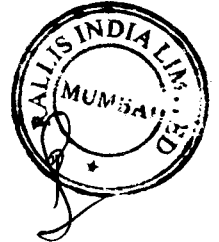
RALLIS INDIA LIMITED
Appointment of Mrs. Padmini Khare Kaicker (DIN: 00296388) as Independent Director

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	97416610	97416610	100.00	97416610	0	100.00	0.00
		Poll	97416610	0	0.0000	0	0	0.00	0.00
		Total	97416610	97416610	100.00	97416610	0	100.00	0.00
2	Public Institutions	E-voting	34964203	24088948	68.90	24088948	0	100.00	0.00
		Poll	34964203	0	0.00	0	0	0.00	0.00
		Total	34964203	24088948	68.90	24088948	0	100.00	0.00
3	Public Shareholding (Non-Institutions)	E-voting	62088077	68229	0.11	67148	1081	98.42	1.58
		Poll	62088077	16304	0.03	16304	0	100.00	0.00
		Total	62088077	84533	0.14	83452	1081	98.72	1.28
	Grand Totals		194468890	121590091	62.52	121589010	1081	100.00	0.00



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

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
Resolution No 8									
	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	97416610	97416610	100.00	97416610	0	100.00	0.00
		Poll	97416610	0	0.0000	0	0	0.00	0.00
		Total	97416610	97416610	100.00	97416610	0	100.00	0.00
2	Public Institutions	E-voting	34964203	24088948	68.90	22808758	1280190	94.69	5.31
		Poll	34964203	0	0.00	0	0	0.00	0.00
		Total	34964203	24088948	68.90	22808758	1280190	94.69	5.31
3	Public Shareholding (Non-Institutions)	E-voting	62088077	68019	0.11	64344	3675	94.60	5.40
		Poll	62088077	16304	0.03	16304	0	100.00	0.00
		Total	62088077	84323	0.14	80648	3675	95.64	4.36
	Grand Totals		194468890	121589881	62.52	120306016	1283865	98.94	1.06



RALLIS INDIA LIMITED
Ratification of Cost Auditors' remuneration

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
Resolution No 9									
	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	97416610	97416610	100.00	97416610	0	100.00	0.00
		Poll	97416610	0	0.0000	0	0	0.00	0.00
		Total	97416610	97416610	100.00	97416610	0	100.00	0.00
2	Public Institutions	E-voting	34964203	24088948	68.90	24088948	0	100.00	0.00
		Poll	34964203	0	0.00	0	0	0.00	0.00
		Total	34964203	24088948	68.90	24088948	0	100.00	0.00
3	Public Shareholding (Non-Institutions)	E-voting	62088077	68394	0.11	68179	215	99.69	0.31
		Poll	62088077	16304	0.03	16304	0	100.00	0.00
		Total	62088077	84698	0.14	84483	215	99.75	0.25
	Grand Totals		194468890	121590256	62.52	121590041	215	100.00	0.00





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 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 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 :-

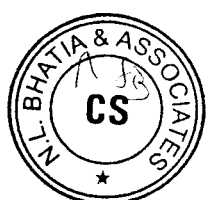
- To appoint Statutory Auditors of the Company and fix their remuneration.

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 :-

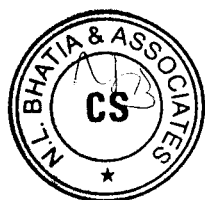
- Re-appointment of Mr. V. Shankar (DIN 01385240) as Managing Director and CEO.

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,

A handwritten signature in black ink, appearing to read "N. L. Bhatia".

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

Countersigned

A handwritten signature in black ink, appearing to read "Mrs. P. S. Meherhomji".

Mrs. P. S. Meherhomji
(Company Secretary)