



RALLIS INDIA LIMITED

Plot No 15 MIDC Industrial Estate Thane Belapur Road Turbhe Navi Mumbai 400 703
Tel 91 22 6793 1530 Fax 91 22 6793 1515 email pmeherhomji@rallis.co.in

Mrs P S Meherhomji
General Manager - Legal &
Company Secretary

29th May, 2010

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,

Postal Ballot

The Company has, vide Postal Ballot, obtained the approval of its Members by Ordinary Resolution for issue of bonus shares to the shareholders, in the proportion of one new fully paid equity share of Rs.10/- each for every two equity shares of Rs.10/- each held by them.

The Chairman of the Company has announced the result of the Postal Ballot and the same is as given below:

	No. of Ballot Papers	No. of Votes	%
Total No. of Ballots received	666	76,24,855	
Less: No. of Invalid Votes	60	10,065	
Total No. of Valid Votes	606	76,14,790	100.00
Votes in favour of the Resolution	602	76,14,387	99.99
Votes against the Resolution	4	403	0.01

Consequently, the Ordinary Resolution mentioned in the Notice of Postal Ballot dated 22nd April, 2010 has been passed by the requisite majority.

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The Report of the Scrutinizer, Mr. P. N. Parikh, Practicing Company Secretary is enclosed.

Thanking you,

Yours faithfully,
RALLIS INDIA LIMITED

(P. S. MEHERHOMJI)

Encl.: a/a

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
A-60/1220, Azad Nagar,
Veera Desai Road, Andheri (West),
Mumbai 400 053.
Tel. : 2673 4304 • Telefax : 2673 4305
Email : parikhassociates@yahoo.co.uk

To
The Chairman
Rallis India Limited
156/157, 15th Floor, Nariman Bhavan,
227, Nariman Point,
Mumbai-400021

Report of Scrutinizer

I, P. N. Parikh, Company Secretary in whole time practice, having my office at A - 60/1220, Azad Nagar, Veera Desai Road, Andheri (West), Mumbai 400 053 had been appointed as the Scrutinizer by the Board of Directors of the Company to conduct the postal ballot process in respect of the Ordinary Resolution under the applicable provisions of the Companies Act, 1956 pursuant to the Notice dated April 22, 2010 (copy attached) issued under Section-192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 for issue of bonus shares.

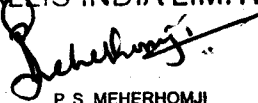
I have scrutinized the poll papers and maintained a register in which necessary entries have been made in accordance with the above rules.

I now submit my Report as under of the result of the voting by postal ballot in respect of the said Ordinary Resolution.



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CERTIFIED TRUE COPY
RALLIS INDIA LIMITED


P. S. MEHERHOMJI
GENERAL MANAGER-LEGAL
& COMPANY SECRETARY

Ordinary Resolution under the applicable provisions of the Companies Act, 1956 for issue of bonus shares.

Sr. No.	Particulars	Result
I	Total Number of Shareholders as on April 23, 2010	10,148
II	Total Shareholders to whom postal ballots were sent	10,148
III	Total Shareholders who exercised their votes through postal ballots	666
IV	Total Shareholders whose votes were valid	606
	1.a. Number of Shareholders voted in favour	602
	b. Percentage	99.34
	2. a. Number of Shareholders voted against	4
	b. Percentage	0.66
V	Total number of shares voted	7624855
VI	Total valid votes (in terms of number of voting rights/ shares through postal ballots)	7614790
	1.a. Number of votes in favour of the resolution	7614387
	b. Percentage	99.99
	2. a. Number of votes against the resolution	403
	b. Percentage	0.01
VII	Invalid Postal Ballots	60
	Number of shares	10065

Place: Mumbai

Dated: May 29, 2010



Signature

Name:

FCS: 327

P. N. Parikh
Scrutinizer
CP: 1228