



RALLIS INDIA LIMITED

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
Corporate Identity No. L36992MH1948PLC014083

Mrs P S Meherhomji
Company Secretary

30th June, 2015

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: Details regarding voting results at Annual General Meeting held on 29th June, 2015

As required under clause 35A of the Listing Agreement, we hereby submit the details regarding the voting results at the Annual General Meeting of the Company held on 29th June, 2015:

Details of Voting Results:

Date of the AGM	29 th June, 2015
Total number of shareholders on record date: Book Closure: 16 th June, 2015 to 29 th June, 2015 (both days inclusive) Cut-off date for E-voting: 22 nd June, 2015	29,041
No. of Shareholders present at the meeting either in person or through proxy: • Promoter and promoter group • Public	2 66
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)	Mode of Voting (Show of hands/ Poll/ Postal ballot/ E-voting)	Remarks
1	Adoption of Audited Financial Statements, Directors' and Auditors' Reports for the financial year ended 31st March, 2015	Ordinary	E-voting, Ballot and Poll	The resolution was passed with requisite majority
2	Adoption of Audited Consolidated Financial Statements and Auditors' Report for the financial year ended 31st March, 2015	Ordinary	E-voting, Ballot and Poll	The resolution was passed with requisite majority
3	Confirm the payment of interim dividend and declare a final dividend for the year 2014-15 on Equity Shares	Ordinary	E-voting, Ballot and Poll	The resolution was passed with requisite majority
4	Re-appointment of Mr. Bharat Vasani, who retires by rotation	Ordinary	E-voting, Ballot and Poll	The resolution was passed with requisite majority
5	Appoint Statutory Auditors of the Company and fix their remuneration	Ordinary	E-voting, Ballot and Poll	The resolution was passed with requisite majority
6	Ratification of Cost Auditors' remuneration	Ordinary	E-voting, Ballot and Poll	The resolution was passed with requisite majority

The combined results of voting through e-voting, ballot forms received through post 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, Directors' and Auditors' Reports for the financial year ended 31st March, 2015

Details for reporting as per Clause 35A of listing agreement based on result of Poll									
Resolution No 1	Promoter/Public	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	Shareholding of Promoter and Promoter Group (Indian)	97416610	97416610	100.00	97416610	0	100.00	0.00	
2	Shareholding of Promoter and Promoter Group (Foreign)	0	0	0	0	0	0.00	0.00	
3	Public Shareholding (Institutions)	43334766	27094945	62.52	27094945	0	100.00	0.00	
4	Public Shareholding (Non-Institutions)	53717514	102232	0.19	101490	742	99.27	0.73	
5	Shares held by Custodians against which DRs are issued (GDR)	0	0	0.00	0	0	0.00	0.00	
Grand Totals		194468890	124613787	64.08	124613045	742	99.99	0.01	

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**P.S. MEHERHOMJI
COMPANY SECRETARY**

RALLIS INDIA LIMITED
Adoption of Audited Consolidated Financial Statements and Auditors' Report for the financial year ended 31st March, 2015

Resolution No 2 Details for reporting as per Clause 35A of listing agreement based on result of Poll								
	Promoter/Public	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	Shareholding of Promoter and Promoter Group (Indian)	97416610	97416610	100.00	97416610	0	100.00	0.00
2	Shareholding of Promoter and Promoter Group (Foreign)	0	0	0.00	0	0	0.00	0.00
3	Public Shareholding (Institutions)	43334766	27094945	62.52	27094945	0	100.00	0.00
4	Public Shareholding (Non-Institutions)	53717514	100362	0.19	99620	742	99.26	0.74
5	Shares held by Custodians against which DRs are issued (GDR)	0	0	0.00	0	0	0.00	0.00
	Grand Totals	194468890	124611917	64.08	124611175	742	99.99	0.01

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[Signature]

P.S. MEHERHOMJI
COMPANY SECRETARY

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Confirm the payment of interim dividend and declare a final dividend for the year 2014-15 on Equity Shares

Details for reporting as per Clause 35A of listing agreement based on result of Poll									
Resolution No 3	Promoter/Public	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 votes polled	% of Votes against on votes polled	
		[1]	[2]	$[3] = \frac{[2]}{[1]} \times 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} \times 100$	$[7] = \frac{[5]}{[2]} \times 100$	
1	Shareholding of Promoter and Promoter Group (Indian)	97416610	97416610	100.00	97416610	0	100.00	0.00	
2	Shareholding of Promoter and Promoter Group (Foreign)	0	0	0.00	0	0	0.00	0.00	
3	Public Shareholding (Institutions)	43334766	27094945	62.52	27094945	0	100.00	0.00	
4	Public Shareholding (Non-Institutions)	53717514	100382	0.19	99752	630	99.37	0.63	
5	Shares held by Custodians against which DRs are issued (GDR)	0	0	0.00	0	0	0.00	0.00	
	Grand Totals	194468890	124611937	64.08	124611307	630	99.99	0.01	

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COMPANY SECRETARY**

RALLIS INDIA LIMITED
Re-appointment of Mr. Bharat Vasani, who retires by rotation

Resolution No 4 Promoter/Public									
Details for reporting as per Clause 35A of listing agreement based on result of Poll									
	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]	$[3] = \frac{[2]}{[1]} \times 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} \times 100$	$[7] = \frac{[5]}{[2]} \times 100$		
1	Shareholding of Promoter and Promoter Group (Indian)	97416610	100.00	97416610	0	100.00	0.00		
2	Shareholding of Promoter and Promoter Group (Foreign)	0	0.00	0	0	0.00	0.00		
3	Public Shareholding (Institutions)	43334766	27094945	62.52	27094945	0	100.00	0.00	
4	Public Shareholding (Non-Institutions)	53717514	100169	0.19	96644	3525	96.48	3.52	
5	Shares held by Custodians against which DRs are issued (GDR)	0	0	0.00	0	0	0.00	0.00	
Grand Totals	194468890	124611724	64.08	124608199	3525	99.99	0.01		

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P.S. MEHERHOMJI
COMPANY SECRETARY

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

Resolution No 5 Promoter/Public									
Details for reporting as per Clause 35A of listing agreement based on result of Poll									
	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	Shareholding of Promoter and Promoter Group (Indian)	97416610	100.00	97416610	0	100.00	0.00		
2	Shareholding of Promoter and Promoter Group (Foreign)	0	0.00	0	0	0.00	0.00		
3	Public Shareholding (Institutions)	43334766	61.92	15630183	11201176	58.25	41.75		
4	Public Shareholding (Non-Institutions)	53717514	0.19	98771	1526	98.48	1.52		
5	Shares held by Custodians against which DRs are issued (GDR)	0	0.00	0	0	0.00	0.00		
	Grand Totals	194466890	124348266	63.94	11202702	90.99	9.01		

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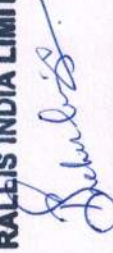


**P.S. MEHERHOMJI
COMPANY SECRETARY**

RALLIS INDIA LIMITED
Ratification of Cost Auditors' remuneration

Details for reporting as per Clause 35A of listing agreement based on result of Poll									
Resolution No 6	Promoter/Public	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]	$[3] = \frac{[2]}{[1]} \times 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} \times 100$	$[7] = \frac{[5]}{[2]} \times 100$	
1	Shareholding of Promoter and Promoter Group (Indian)	97416610	97416610	100.00	97416610	0	100.00		0.00
2	Shareholding of Promoter and Promoter Group (Foreign)	0	0	0.00	0	0	0.00		0.00
3	Public Shareholding (Institutions)	43334766	27094945	62.52	27078653	16292	99.94		0.06
4	Public Shareholding (Non-Institutions)	53717514	97587	0.18	95837	1750	98.21		1.79
5	Shares held by Custodians against which DRs are issued (GDR)	0	0	0.00	0	0	0.00		0.00
	Grand Totals	194468890	124609142	64.08	124591100	18042	99.99		0.01

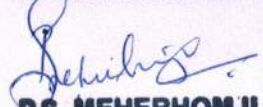
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P.S. MEHERHOMJI
COMPANY SECRETARY

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 Clause 35B of the Listing agreement]

Mr. R. Gopalakrishnan
Chairman 67th Annual General meeting
Rallis India Limited

Dear Sir,

1. I, N. L. Bhatia, Practicing Company Secretary, have been appointed as scrutinizer, by the Board of Directors of Rallis India Limited for the purpose of scrutinizing the remote e-voting, voting by post through Ballot Paper and physical ballot process at the Annual General Meeting and ascertaining the requisite majority on remote e-voting, voting by post through Ballot Paper and physical 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 Clause 35B of the Listing Agreement with the Stock Exchanges on the resolutions contained in the notice of the 67th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on the 29th June, 2015 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 on the resolutions contained in the Notice of



the 67th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the remote e-voting, voting by post through Ballot Paper and physical ballot processes is restricted to make 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, the authorized agency to provide e-voting facilities, engaged by the Company, Ballot Papers received through post and physical ballots were provided by TSR Darashaw Limited, R&T Agent.

3. The Chairman at the 67th Annual General meeting, held on 29th June, 2015 had announced that members who have not exercised their votes either through e-voting or through Ballot Paper may, if they wish to, exercise their votes through ballot at the meeting.
4. The members of the Company as on the "cut-off" date i.e. 22nd June, 2015 were entitled to vote on the resolutions (item no. 1 to 6) as set out in the notice of the 67th Annual General Meeting.
5. The Company has completed the dispatch of ballot form on 2nd June, 2015 along with prepaid postage business reply envelope to its members, whose name appeared on the Register of Members / List of Beneficiaries as on 15th May, 2015.
6. The ballot forms were duly opened in my presence and scrutinized and the shareholding was confirmed with the Registrar of Members of the Company / list of beneficiaries as on 22nd June, 2015. All ballot forms received on 25th June, 2015 upto 5:00 p.m., the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
7. The remote e-voting commenced from 25th June, 2015 (9:00 a.m.) and ended on 28th June, 2015 (5:00 p.m.).
8. The votes cast were unblocked after the AGM in the presence of 2 witnesses, Ms. Urvi Shah and Ms. Kinjal Kotak who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



NL Bhatia & Associates

U P. Shah.

Kotale

9. My combined report on the results of voting through e-voting, postal ballot and physical ballot at the Annual General Meeting is as under;

Item No. 1:-

- To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2015 together with the Reports of the Board of Directors and that of the Auditors thereon.

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favor	Against	
124625360	124624445	124613045	742	99.99	0.01	10658

Item No. 2

- To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March, 2015 together with the Report of the Auditors thereon.

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favor	Against	
124625340	124624425	124611175	742	99.99	0.01	12508



Item No.3:-

- To confirm the payment of Interim Dividend for the financial year 2014-15 and to declare a Final Dividend for the year 2014-15 on Equity Shares.

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favor	Against	
124625360	124624445	124611307	630	99.99	0.01	12508

Item No. 4:-

- To appoint a Director in place of Mr. Bharat Vasani (DIN No. 00040243) who retires by rotation and being eligible offer himself for re-appointment.

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				favor	against	
124625132	124624232	124608199	3525	99.99	0.01	12508



Item No. 5:-

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

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favor	against	
124361674	124360774	113145564	11202702	90.99	9.01	12508

Item No. 6:-

- **Ratification of Cost Auditors' remuneration.**

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favor	against	
124625420	124624520	124591100	18042	99.99	0.01	15378



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, Ballot Paper received through post 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.
5. The abovementioned resolutions are deemed to be passed as on the date of the 67th Annual General Meeting of the Company.

Thanking you,

Place: Mumbai
Date: June 29, 2015



Yours faithfully,

Naveen Bhatia

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

RALLIS INDIA LIMITED

P.S. Meherhomji

**P.S. MEHERHOMJI
COMPANY SECRETARY**