



**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

30<sup>th</sup> May, 2016

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, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra - Kurla Complex  
Bandra (E)  
Mumbai 400 051

Dear Sir,

**Sub: Notice of 68<sup>th</sup> Annual General Meeting**

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Pursuant to Regulation 30 read with Schedule III Part A Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 68<sup>th</sup> Annual General Meeting of the Company to be held on 24<sup>th</sup> June, 2016. The Notice is also displayed on the website of the Company.

Thanking you,

Yours faithfully,  
RALLIS INDIA LIMITED

(P. S. MEHERHOMJI)

## Rallis India Limited

## RALLIS INDIA LIMITED

## NOTICE OF MEETING

NOTICE is hereby given that the 68th Annual General Meeting of Rallis India Limited will be held at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020 on Friday, the 24th June, 2016 at 3.00 p.m. to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March, 2016 together with the Report of the Auditors thereon.
3. To declare dividend for the financial year 2015-16 on Equity Shares.
4. To appoint a Director in place of Mr. R. Mukundan (DIN: 00778253) who retires by rotation and being eligible offers himself for re-appointment.
5. **Ratification of appointment of Statutory Auditors and fixing their remuneration.**

To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 139 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 appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the Sixty Ninth (69th) AGM of the Company to be held in 2017 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.

## SPECIAL BUSINESS

6. **Appointment of Mr. Bhaskar Bhat (DIN: 00148778) as Director.**

To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

**RESOLVED THAT** Mr. Bhaskar Bhat (DIN: 00148778), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 8th October, 2015 and who holds office upto 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.

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

To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to Section 148 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 payable to M/s. N. I. Mehta & Co., 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 year ending 31st March, 2017.

**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.





*Notes:*

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos.5 to 7 above is annexed hereto. The relevant details of the Directors seeking re-appointment/ appointment under Item Nos.4 and 6, pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the Meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization.

Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. A route map giving directions to reach the venue of the 68th Annual General Meeting is given at the end of the Notice.
4. **Process and manner for Members opting to vote through electronic means:**

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, as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 68th Annual General Meeting ('AGM') by electronic means and the business may be transacted through the e-voting services provided by National Securities Depository Ltd. ('NSDL').

The instructions for e-voting are as under:

- A. In case of Members receiving an email from NSDL (for Members whose email addresses are registered with the Company/ Depository Participants):
  - (i) Open the email and open pdf file "Rallis India e-voting.pdf" with your Client ID or Folio No. as password. The pdf file contains your user ID and password/ PIN for e-voting. Please note that this password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
  - (iii) Click on "Shareholder – Login".
  - (iv) Insert User ID and password as initial password/ PIN noted in step (i) above. Click Login.
  - (v) You will now reach Password Change Menu, wherein you are required to mandatorily change your password/ PIN with new password of your choice. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). On first login, the system will prompt you to change your password and update your contact details like mobile number, email address, etc. in the user profile details of the folio, which may be used for sending future communications. You will also need to enter a secret question and answer of your choice to retrieve your password in case you forget it. Note your new password. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - (vi) You need to login again with the new credentials. Home page of e-voting will open. Click on "e-voting: Active Voting Cycles".



## Rallis India Limited

- (vii) Select the “EVEN” (Electronic Voting Event Number) of Rallis India Limited. Now you are ready for e-voting as Cast Vote page opens.
- (viii) On the voting page, you may cast your vote by selecting an appropriate option “For” or “Against” and click “**SUBMIT**”. A confirmation box will be displayed. Click “**OK**” to confirm or “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote. Upon confirmation, the message “Vote Cast Successfully” will be displayed.
- (ix) You can similarly vote in respect of all other resolutions forming part of the Notice of the AGM. During the voting period, Members can login any number of times till they have voted on all the Resolutions.
- (x) If you wish to log out after voting on a few resolutions and continue voting for the balance resolutions later, you may click on “**RESET**” for those resolutions for which you have not yet cast the vote.
- (xi) Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at the email address: [navnitlb@nlba.in](mailto:navnitlb@nlba.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). The scanned image of the above mentioned documents should be in the naming format: Corporate Name\_EVEN NO.

B. In case of Members whose email addresses are not registered with the Company/ Depository Participants, their User ID and initial password/ PIN is provided on the Attendance Slip sent with the AGM Notice.

Please follow all steps from Sr. No. (ii) to (xi) as mentioned in A above, to cast your vote.

C. Members who are already registered with NSDL for e-voting can use their existing User ID and password/ PIN for casting their votes.

D. Members holding shares in either physical or dematerialized form as on the Cut-Off Date of 17th June, 2016, may cast their votes electronically. The e-voting period for the Members who hold shares as on the cut-off date commences on **Tuesday, 21st June, 2016 (9.00 am)** and ends on **Thursday, 23rd June, 2016 (5.00 pm)**. The e-voting module shall be disabled by NSDL for voting thereafter.

E. In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of <https://www.evoting.nsdl.com> or call on toll free No.:1800 222 990. Any query or grievance connected with the remote e-voting may be addressed to the Company Secretary, Mrs. P. S. Meherhomji at 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: [pmehrerhomji@rallis.co.in](mailto:pmehrerhomji@rallis.co.in)

### 5. General instructions/ information for Members for voting on the Resolutions:

- (a) Facility of voting through Poll paper shall be made available at the AGM. Members attending the AGM, who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.
- (b) Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to vote again at the AGM.
- (c) The voting rights of the shareholders (for voting through remote e-voting or by Poll paper at the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on **17th June, 2016 ('Cut-Off Date')**. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or of voting at the AGM.
- (d) Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. 17th June, 2016, may obtain the login Id and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting, then





you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/ Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- (e) Mr. N. L. Bhatia, Practicing Company Secretary (Membership No.FCS 1176/ CP No. 422) has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process as well as voting through Poll paper at the Meeting, in a fair and transparent manner.
  - (f) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, and thereafter unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company.
  - (g) The Scrutinizer will collate the votes cast at the AGM and votes downloaded from the e-voting system and make, not later than twenty four hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
  - (h) The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website [www.rallis.co.in](http://www.rallis.co.in) and on the website of NSDL immediately after their declaration, and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd. and National Stock Exchange of India Ltd.
  - (i) Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM, i.e. Friday, 24th June, 2016.
6. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting
7. Members/ Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Annual General Meeting, along with their copy of the Annual Report. Copies of the Annual Report will not be distributed at the Meeting.
8. **Book Closure and Dividend:**
- (a) **The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, 14th June, 2016 to Friday, 24th June, 2016 (both days inclusive).**
  - (b) If dividend on Equity Shares, as recommended by the Board, is approved at the Meeting, the payment of such dividend will be made on 28th June, 2016 as under:
    - (i) To all Beneficial Owners in respect of shares held in electronic form, as per details furnished by the Depositories for this purpose as on the beginning of 14th June, 2016.
    - (ii) To all Members in respect of shares held in physical form, whose names are on the Company's Register of Members on 14th June, 2016.
9. **Payment of dividend through electronic means:**
- (a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in their bank accounts through electronic means. The facility is available at all bank branches which have registered themselves as participating banks with National Payment Corporation of India and have joined the Core Banking System. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Share Registrars and Transfer Agents, TSR Darashaw Ltd. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.
  - (b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act



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on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

10. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Share Registrars and Transfer Agents.
11. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Share Registrars and Transfer Agents for assistance in this regard.
12. **Nomination Facility:**

As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Both Forms are appended at the end of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

### 13. Unclaimed Dividends:

#### (a) Transfer to General Revenue Account:

Pursuant to Section 205A of the Companies Act, 1956, all unclaimed/ unpaid dividends up to the financial year ended 31st March, 1995 have been transferred to the General Revenue Account of the Central Government. Members who have not yet encashed their dividend warrants for the said period are requested to forward their claims in Form No. II prescribed under the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 to –

Office of the Registrar of Companies,  
CGO Complex, A Wing, 2nd Floor,  
Next to Reserve Bank of India,  
CBD, Belapur 400 614.

#### (b) Transfer to the Investor Education and Protection Fund:

Members are hereby informed that after the amendment of the Companies Act, 1956, w.e.f. 31st October, 1998, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of Investor Education and Protection Fund ('the Fund') established by the Central Government. In accordance with Section 205C of the Companies Act, 1956, no claim shall lie against the Company or Fund in respect of the amounts transferred to the Fund.

As per the above provisions, unclaimed/ unpaid dividend from the financial year ended 31st March, 1996 upto the financial year ended 31st March, 2008 has been transferred by the Company to the Fund. Members who have not yet encashed their dividend warrant(s) for any subsequent financial years are requested to make their claims to the Company without any delay.

**It may be noted that the unclaimed dividend for the financial year 2008-09, declared on 29th May, 2009, can be claimed by the shareholders by 28th May, 2016. Unclaimed Interim Dividend, declared on 20th October, 2009, can be claimed by the shareholders by 19th October, 2016.**





**(c) Details of Unclaimed Dividend on Website:**

In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends for the financial year ended 31st March, 2009 and subsequent years on the Website of Investor Education and Protection Fund, [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investor Relations" Section on the website of the Company, [www.rallis.co.in](http://www.rallis.co.in).

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Share Registrars and Transfer Agents.

**15. Updation of Members' Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Share Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

16. Electronic copy of the Annual Report for 2015-16 is being sent to all Members whose email addresses are registered with the Company/ Depository Participants for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report for 2015-16 are being sent in the permitted mode.
17. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Share Registrars and Transfer Agents/ their Depository Participants, in respect of shares held in physical/ electronic mode respectively.

By Order of the Board of Directors

P. S. MEHERHOMJI  
Company Secretary

Dated: 26th April, 2016

*Registered Office:*

Rallis India Limited  
156/157 15th Floor Nariman Bhavan  
227 Nariman Point  
Mumbai 400 021  
CIN: L36992MH1948PLC014083  
Tel. No.: 91 22 6665 2700  
Fax No.: 91 22 6665 2827  
E-mail address: [investor\\_relations@rallis.co.in](mailto:investor_relations@rallis.co.in)  
Website: [www.rallis.co.in](http://www.rallis.co.in)



**Rallis India Limited****EXPLANATORY STATEMENT PURSUANT TO  
SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos.5 to 7 of the accompanying Notice dated 26th April, 2016.

**Item No. 5:**

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

Deloitte Haskins & Sells LLP (DHS), Chartered Accountants, Mumbai (ICAI Firm Registration No. 117366W/W-100018) were appointed as the statutory auditors of the Company for a period of two years at the Annual General Meeting ('AGM') of the Company held on 29th June, 2015, to hold office from the conclusion of the 67th AGM till the conclusion of the 69th AGM to be held in 2017.

As per the provisions of Section 139 (1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM.

Accordingly, ratification of the Members is being sought for the appointment of the Statutory Auditors, as per the proposal contained in the Resolution set out at Item No.5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.5 for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No.5 of the Notice.

**Item No.6:**

Mr. Bhaskar Bhat (DIN: 00148778) was appointed Additional Director of the Company by the Board of Directors, with effect from 8th October, 2015. Pursuant to Section 161 of the Act and Article 116 of the Articles of Association of the Company, Mr. Bhat holds office as Director upto the date of the forthcoming Annual General Meeting of the Company and is eligible for appointment as a Director. Notice under Section 160 (1) of the Act has been received from a Member, signifying her intention to propose Mr. Bhat for the office of Director at the forthcoming Annual General Meeting.

Mr. Bhaskar Bhat is a B. Tech (Mechanical Engineering) degree holder of IIT - Madras, and a post graduate diploma holder in Management from IIM - Ahmedabad.

Mr. Bhat has extensive experience and expertise in Sales and Marketing. He started his career as a management trainee with Godrej & Boyce Manufacturing Company. In 1983, he joined the Tata Watch Project (initiated at Tata Press Ltd.) and has since then been associated with the Tata Watch Project, which later became Titan Watches Ltd., and now Titan Company Ltd. At Titan, Mr. Bhat has dealt with Sales & Marketing, HR, International Business and various general managerial assignments. He is the Managing Director of Titan Company Ltd. since 1st April, 2002.

Mr. Bhat is a member of the Governing Council at the T. A. Pai Management Institute, Manipal and the SDM Institute of Management and Development, Mysore. He was awarded the Distinguished Alumnus Award of IIT Madras in 2008.

The Board considers it desirable to continue to receive the benefit of Mr. Bhaskar Bhat's advice and guidance and commends the Resolution as set out in Item No.6 of the Notice for approval by the Members of the Company.

Mr. Bhaskar Bhat is interested and concerned in the Resolution mentioned at Item No.6 of the Notice. Other than Mr. Bhat, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution. Mr. Bhat is not related to any other Director of the Company.





**Item No.7:**

The Company is directed, under Section 148 of the Act, read with The Companies (Cost Records and Audit) Rules, 2014 ('the Rules'), to have the audit of its cost records conducted by a cost accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. N. I. Mehta & Co. as the 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 year ending 31st March, 2017, at a remuneration of ₹ 4 lakhs plus applicable taxes and out-of-pocket expenses.

M/s. N. I. Mehta & Co. have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company. M/s. N. I. Mehta & Co. have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the past several years.

In accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

The Board commends the remuneration of ₹ 4 lakhs plus applicable taxes and out-of-pocket expenses to M/s. N. I. Mehta & Co. as the Cost Auditors and the approval of the Shareholders is sought for the same by an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No.7 of the Notice.

By Order of the Board of Directors

P. S. MEHERHOMJI  
Company Secretary

Dated: 26th April, 2016

*Registered Office:*

Rallis India Limited  
156/157 15th Floor Nariman Bhavan  
227 Nariman Point  
Mumbai 400 021  
CIN: L36992MH1948PLC014083  
Tel. No.: 91 22 6665 2700  
Fax No.: 91 22 6665 2827  
E-mail address: investor\_relations@rallis.co.in  
Website: www.rallis.co.in



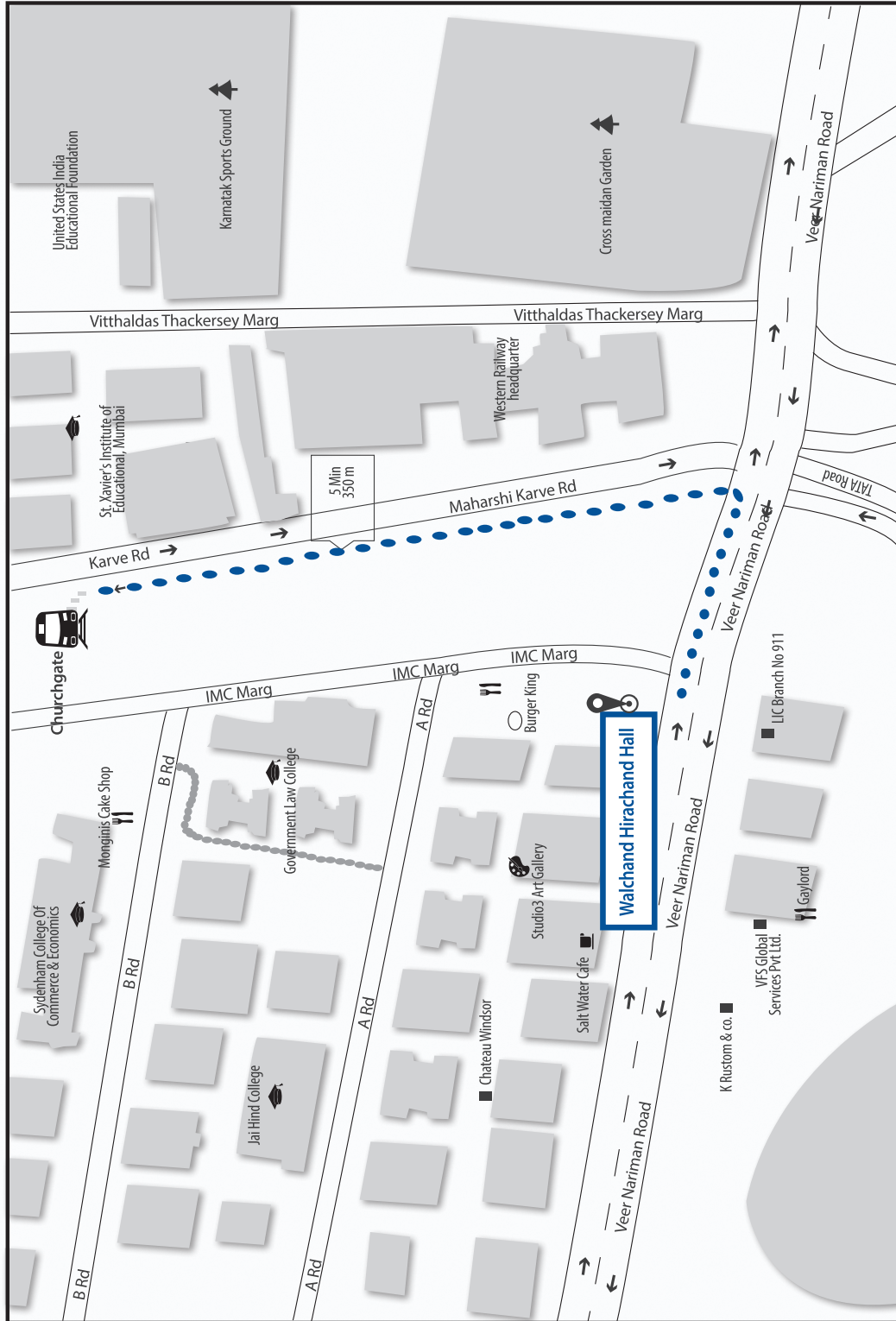
## Rallis India Limited

**Details of Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting**  
**[Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

| Name of Director                                                                                                      | Mr. R. Mukundan                                                                                                                                                                                                                                                                                                                  | Mr. Bhaskar Bhat                                                                                                                                                                                                                                                                                                                                                                                                           |
|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Date of Birth                                                                                                         | 19.09.1966                                                                                                                                                                                                                                                                                                                       | 29.08.1954                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Date of Appointment                                                                                                   | 03.12.2009                                                                                                                                                                                                                                                                                                                       | 08.10.2015                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Expertise in specific functional areas                                                                                | Mr. Mukundan has wide experience in the field of Strategy & Business Development, Corporate Quality & Business Excellence, Corporate Planning and Manufacturing. He was Executive Vice President of the Global Chemicals Business and Consumer Products in Tata Chemicals Ltd. from 2007 and is currently its Managing Director. | Mr. Bhat has extensive experience and expertise in sales and marketing. Since 1983, he has been associated with the Tata Watch Project (initiated at Tata Press Ltd.), which later became Titan Watches Ltd. and now Titan Company Ltd. At Titan, Mr. Bhat has dealt with Sales & Marketing, HR, international business and various general managerial assignments. He is the Managing Director of Titan since April 2002. |
| Qualifications                                                                                                        | BE (Electrical Engineering) from IIT, Roorkee and MBA from FMS, Delhi University. Also attended the Advanced Management Programme at Harvard Business School in 2008.                                                                                                                                                            | B. Tech (Mechanical Engineering) from IIT, Madras. Post graduate diploma holder in Management from IIM, Ahmedabad.                                                                                                                                                                                                                                                                                                         |
| Relationships between Directors inter-se                                                                              | None                                                                                                                                                                                                                                                                                                                             | None                                                                                                                                                                                                                                                                                                                                                                                                                       |
| No. of shares held in the Company                                                                                     | NIL                                                                                                                                                                                                                                                                                                                              | NIL                                                                                                                                                                                                                                                                                                                                                                                                                        |
| List of companies in which Directorship held as on 31.03.2016 (excluding foreign, private and Section 8 companies)    | 1. Rallis India Ltd.<br>2. Tata Chemicals Ltd. (Managing Director)<br>3. Tata International Ltd.<br>4. Metahelix Life Sciences Ltd.                                                                                                                                                                                              | 1. Rallis India Ltd. (Chairman)<br>2. Titan Company Ltd. (Managing Director)<br>3. Titan Time Products Ltd.<br>4. Tata Chemicals Ltd.<br>5. Trent Ltd.<br>6. Bosch Ltd.<br>7. Tata Ceramics Ltd. (Chairman)<br>8. Titan Engineering & Automation Ltd.<br>9. Tata SIA Airlines Ltd. (Chairman)                                                                                                                              |
| Chairman/ Member of the Mandatory Committees of the Board of the companies on which he is a Director as on 31.03.2016 | 1. Tata Chemicals Ltd.<br>- Stakeholders Relationship Committee                                                                                                                                                                                                                                                                  | 1. Titan Company Ltd.<br>- Stakeholders Relationship Committee<br>2. Bosch Ltd.<br>- Audit Committee                                                                                                                                                                                                                                                                                                                       |



## ROUTE MAP to the Venue of the 68th Annual General Meeting





**RALLIS INDIA LIMITED**  
**Corporate Identity No. L36992MH1948PLC014083**

REGISTERED OFFICE 156/157 15TH FLOOR NARIMAN BHAVAN 227 NARIMAN POINT MUMBAI 400 021  
Tel. No.: 91 22 6665 2700 Fax No.: 91 22 6665 2827 E-mail address: investor\_relations@rallis.co.in Website: www.rallis.co.in

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

|                                |   |  |
|--------------------------------|---|--|
| Name of the Member(s)          | : |  |
| Registered Address             | : |  |
| E-mail Id                      | : |  |
| Folio No./ DP ID-Client ID No. | : |  |

I/ We, being the Member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

- (1) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;
- (2) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;
- (3) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/ our Proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the SIXTY-EIGHTH ANNUAL GENERAL MEETING of the Company, to be held on Friday, the 24th June, 2016 at 3.00 pm at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020 and at any adjournment thereof in respect of the following resolutions:

| Resolution No.           | Resolution                                                                                                               |
|--------------------------|--------------------------------------------------------------------------------------------------------------------------|
| <b>Ordinary Business</b> |                                                                                                                          |
| 1.                       | Adoption of Audited Financial Statements, Board's and Auditors' Reports for the financial year ended 31st March, 2016    |
| 2.                       | Adoption of Audited Consolidated Financial Statements and Auditors' Report for the financial year ended 31st March, 2016 |
| 3.                       | Declaration of dividend for the year 2015-16 on Equity Shares                                                            |
| 4.                       | Re-appointment of Mr. R. Mukundan, who retires by rotation                                                               |
| 5.                       | Ratification of appointment of Statutory Auditors and fixing their remuneration                                          |
| <b>Special Business</b>  |                                                                                                                          |
| 6.                       | Appointment of Mr. Bhaskar Bhat as Director                                                                              |
| 7.                       | Ratification of Cost Auditors' remuneration                                                                              |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder \_\_\_\_\_

Affix  
Revenue  
Stamp

**NOTES:**

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, at 156/157 15th Floor Nariman Bhavan 227 Nariman Point Mumbai 400 021, not less than FORTY-EIGHT (48) HOURS before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the SIXTY-EIGHTH ANNUAL GENERAL MEETING of the Company.



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Tel. No.: 91 22 6665 2700 Fax No.: 91 22 6665 2827 E-mail address: investor\_relations@rallis.co.in Website: www.rallis.co.in  
**ATTENDANCE SLIP**  
**68TH ANNUAL GENERAL MEETING ON FRIDAY, 24TH JUNE, 2016 AT 3.00 P.M.**  
at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020

I/ We hereby record my/ our presence at the SIXTY-EIGHTH ANNUAL GENERAL MEETING of the Company at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020, on Friday, the 24th June, 2016 at 3.00 p.m.

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Member's Folio/ DP ID-Client ID No.

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Member's/ Proxy's name in Block Letters

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Member's/Proxy's Signature

**NOTES:**

1. Only Member/ Proxyholder can attend the Meeting.
2. Please complete the Folio/ DP ID-Client ID No. and name of the Member/ Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
3. Shareholder/ Proxy holder desiring to attend the Meeting should bring his/ her copy of the Annual Report for reference at the Meeting.

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**Particulars for voting through Electronic means**

For Members opting to vote through electronic means, instead of voting at the Annual General Meeting, facility is available at the web link: <https://www.evoting.nsdl.com>. Particulars for electronic voting are as under:

| EVEN (E-Voting Event Number) | User ID | Password |
|------------------------------|---------|----------|
|                              |         |          |

**Note:** Please refer to the instructions printed under the Notes of the Notice of the 68th Annual General Meeting. The e-voting period starts from **9.00 am on Tuesday, 21st June, 2016 and will end at 5.00 pm on Thursday, 23rd June, 2016**. The voting module shall be disabled by NSDL for voting thereafter.