



**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

26<sup>th</sup> May, 2017

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 69<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 69<sup>th</sup> Annual General Meeting of the Company to be held on 23<sup>rd</sup> June, 2017. The Notice is also displayed on the website of the Company.

Thanking you,

Yours faithfully,  
RALLIS INDIA LIMITED

(P. S. MEHERHOMJI)

Encl: as above

Regd Office 156/157 15th Floor Nariman Bhavan 227 Nariman Point Mumbai 400 021  
Tel 91 22 6665 2700 Fax 91 22 6665 2847 website www.rallis.co.in

**A TATA Enterprise**



# RALLIS INDIA LIMITED

## NOTICE OF MEETING

NOTICE is hereby given that the 69th 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 23rd June, 2017 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, 2017 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, 2017 together with the Report of the Auditors thereon.
3. To declare dividend, including special dividend, for the financial year 2016-17 on Equity Shares.
4. To appoint a Director in place of Mr. Bharat Vasani (DIN: 00040243) who retires by rotation and being eligible offers himself for re-appointment.
5. **To appoint Statutory Auditors of the Company and fix their remuneration.**

To consider and, if thought fit, to pass 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 ('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.

### SPECIAL BUSINESS

6. **Appointment of Dr. C. V. Natraj (DIN: 07132764) as Independent Director.**

To consider and, if thought fit, to pass the following Resolution 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.

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### 7. Appointment of Mrs. Padmini Khare Kaicker (DIN: 00296388) as Independent Director.

To consider and, if thought fit, to pass the following Resolution 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.

**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 (DIN: 01385240) as Managing Director and CEO.

To consider and, if thought fit, to pass the following Resolution 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.

### 9. Ratification of Cost Auditors' remuneration.

To consider and, if thought fit, to pass the following Resolution 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.



*Notes:*

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the business under Item Nos.5 to 9 above is annexed hereto. The relevant details of the Directors seeking re-appointment/ appointment under Item Nos.4 and 6 to 8, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, 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. If 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 69th 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 Act, read with Rule 20 of The Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations, Members are provided with the facility to exercise their right to vote electronically on all resolutions set forth in the Notice of the 69th Annual General Meeting ('AGM'). Members may cast their votes by using the e-voting services provided by National Securities Depository Ltd. ('NSDL'), i.e. facility of casting votes by using an electronic voting system from a place other than the venue of the AGM ('remote e-voting'). Instructions for remote 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 remote 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, comprising 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".
- (vii) Select the "EVEN" (Electronic Voting Event Number) of Rallis India Limited. Now you are ready for e-voting as Cast Vote page opens.

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- (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 with a copy marked to 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 remote 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 16th June, 2017, may cast their votes electronically. The e-voting period for the Members who hold shares as on the cut-off date commences on **Tuesday, 20th June, 2017 (9.00 am)** and ends on **Thursday, 22nd June, 2017 (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: pmeherhomji@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 **16th June, 2017 ('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. 16th June, 2017, may obtain the login Id and password by sending a request at 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 (Membership No. FCS 1176/ CP No. 422) or failing him, Mr. Bhaskar Upadhyay (Membership No. FCS 8663/ CP No. 9625) of N L Bhatia & Associates, Practicing Company Secretaries have 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 AGM, 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's shares are 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, 23rd June, 2017.
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, 13th June, 2017 to Friday, 23rd June, 2017 (both days inclusive).**
  - (b) If dividend on Equity Shares, as recommended by the Board, is approved at the AGM, it will be paid on 28th June, 2017 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 13th June, 2017.
    - (ii) To all Members in respect of shares held in physical form, whose names are on the Company's Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company as of the close of business hours on 12th June, 2017.
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. ('TSRDL'). 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

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depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act 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 TSRDL. 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 TSRDL.
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 or TSRDL for assistance in this regard.

### 12. Nomination Facility:

As per the provisions of Section 72 of the Act, facility for making nomination is available for Members in respect of 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 can be downloaded from TSRDL's website [www.tsrdarashaw.com](http://www.tsrdarashaw.com) or from the Company's website [www.rallis.co.in](http://www.rallis.co.in) under the "Investor Relations" section. Members holding shares in physical form are requested to submit the forms to TSRDL. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

### 13. Unclaimed Dividends/ Sale proceeds of fractional shares:

#### (a) Transfer to Investor Education and Protection Fund:

Members are hereby informed that after the amendment of the erstwhile 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. Sections 124 and 125 of the Companies Act, 2013 ('the Act'), read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), applicable w.e.f. 7th September, 2016, also make similar provisions for transfer of unclaimed/ unpaid dividend to the Fund.

As per the above provisions, unclaimed/ unpaid dividend from the financial year ended 31st March, 1996 up to the financial year ended 31st March, 2009 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.

Pursuant to Section 125 of the Act, any amount pertaining to the sale proceeds of fractional shares arising out of issue of bonus shares and remaining unclaimed is also required to be transferred by the Company to the Fund. Members who have not yet encashed their warrants for the same are also requested to make their claims to the Company without any delay.

**It may be noted that unclaimed dividend for the financial year 2009-10 declared on 15th June, 2010, can be claimed by the Members by 14th June, 2017. Amount pertaining to the sale proceeds of fractional shares arising out of issue of bonus shares can be claimed by the Members by 7th July, 2017. Unclaimed Interim Dividend declared on 19th October, 2010, can be claimed by the Members by 18th October, 2017.**

Pursuant to Section 125 of the Act, all unclaimed/ unpaid dividends up to the financial year ended 31st March, 1995, transferred by the Company to the General Revenue Account of the Central Government, shall also be credited by the Central Government to the Fund.

Members are also requested to note that, pursuant to the provisions of Section 124 of the Act and the IEPF Rules, the Company is obliged to transfer all shares on which dividend has not been paid or claimed for seven consecutive years or more to an IEPF Demat Account.



Members/ claimants whose shares, unclaimed dividend, sale proceeds of fractional shares etc. have been transferred to the IEPF Demat Account or the Fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF- 5 (available on [iepf.gov.in](http://iepf.gov.in)) along with requisite fee as decided by the IEPF Authority from time to time. The Member/ Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

**(b) 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, 2010 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 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 TSRDL.

**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 TSRDL. 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 2016-17 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 2016-17 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 TSRDL/ 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: 24th April, 2017

*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 9 of the accompanying Notice dated 24th April, 2017.

**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) have been the Auditors of the Company since FY 2007-08 and have completed a term of ten years. Prior to this, Messrs S. B. Billimoria & Co. (SBB), Chartered Accountants were the Auditors of the Company since 2000. SBB was an associate of DHS.

As per the provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement. In view of the above, DHS's term as auditors of the Company is up to the conclusion of the forthcoming Annual General Meeting ('AGM').

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on 24th April, 2017, proposed the appointment of B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the Seventy Fourth (74th) AGM of the Company to be held in 2022, subject to ratification of their appointment at every AGM, if required under the Act.

B S R & Co. LLP have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board commends the Ordinary Resolution set out at Item No.5 of the Notice 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:**

Dr. C. V. Natraj (DIN: 07132764) was appointed as an Additional Director of the Company with effect from 22nd July, 2016, pursuant to Section 161 of the Act and Article 116 of the Articles of Association of the Company. As such, Dr. Natraj holds office as Director up to the date of the forthcoming Annual General Meeting ('AGM') and is eligible for appointment as a Director. Notice under Section 160 of the Act has been received from a Member indicating his intention to propose Dr. Natraj for the office of Director at the forthcoming AGM.

Dr. C. V. Natraj holds a Ph.D. degree in Chemistry from the Indian Institute of Science, Bangalore and has more than 30 years of experience in research. He also has post-doctoral research experience in Biochemistry from the University of Michigan, Ann Arbor.

Dr. Natraj joined Hindustan Lever Limited ('HLL') in their Research Centre, where he gained experience working in a number of scientific disciplines, eventually getting to head the function as Director on the Board of HLL. He went on to lead the Corporate Research function for Unilever as Senior Vice President and was responsible for the global exploratory research in Unilever. He is currently serving on the Science and Engineering Research Board of the Department of Science and Technology. He is also the Technical Advisor to the Indian Institute of Science ('IISC'), where he helps in setting up a technology transfer process that will take the inventions in IISC to the market.



As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation.

Dr. C. V. Natraj has consented to act as Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Dr. Natraj fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management. The Board, based on the recommendation of the Nomination and Remuneration Committee, commends his appointment as Independent Director for a period of five years from 22nd July, 2016 up to 21st July, 2021.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Dr. C. V. Natraj as Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Dr. Natraj, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

Dr. C. V. Natraj is interested and concerned in the Resolution mentioned at Item No.6 of the Notice. Other than Dr. Natraj, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.6 of the Notice

**Item No.7:**

Mrs. Padmini Khare Kaicker (DIN: 00296388) was appointed as an Additional Director of the Company with effect from 22nd July, 2016, pursuant to Section 161 of the Act and Article 116 of the Articles of Association of the Company. As such, Mrs. Kaicker holds office as Director up to the date of the forthcoming Annual General Meeting ('AGM') and is eligible for appointment as a Director. Notice under Section 160 of the Act has been received from a Member indicating her intention to propose Mrs. Kaicker for the office of Director at the forthcoming AGM.

Mrs. Padmini Khare Kaicker is the Managing Partner of B. K. Khare & Co., one of the leading and respected Indian Accounting Firms, serving the profession for almost five decades. She joined the accountancy profession in 1990 after completing her B. Sc. Degree in Mathematics. She is also a Certified Public Accountant (USA) and a Diploma holder in Business Finance from the Institute of Chartered Financial Analysts of India. She has over 24 years of experience serving large and mid-sized clients in several sectors in areas of Audit, Taxation, Corporate Finance, Corporate Advisory, Risk Management and Corporate Governance. She has been involved in Corporate Advisory, M&A and restructuring initiatives and has also been serving on the Boards of some Companies, including being Chairperson of Audit Committee.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation.

Mrs. Padmini Khare Kaicker has consented to act as Director of the Company and has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mrs. Kaicker fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and she is independent of the management. The Board, based on the recommendation of the Nomination and Remuneration Committee, commends her appointment as Independent Director for a period of five years from 22nd July, 2016 up to 21st July, 2021.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Padmini Khare Kaicker as Independent Director is now being placed before the Members in General Meeting for their approval.

## Rallis India Limited

The terms and conditions of appointment of Mrs. Kaicker, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

Mrs. Padmini Khare Kaicker is interested and concerned in the Resolution mentioned at Item No.7 of the Notice. Other than Mrs. Kaicker, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.7 of the Notice.

### Item No.8:

The Board of Directors ('the Board') of your Company has, at its meeting held on 20th January, 2017, re-appointed Mr. V. Shankar (DIN: 01385240) as Managing Director & CEO of the Company with effect from 13th March, 2017 upto 30th September, 2021 (till he attains the retirement age). The re-appointment is subject to the approval of the Members of the Company. The re-appointment was made based on recommendation by the Nomination and Remuneration Committee (NRC) comprising Dr. C. V. Natraj (Chairman), Mr. Bhaskar Bhat, Mr. Prakash R. Rastogi and Mr. R. Mukundan.

Mr. V. Shankar joined Rallis India Limited ('Rallis') on 1st December, 2005 as Chief Operating Officer. He was appointed as Executive Director of the Company with effect from 13th March, 2007, and subsequently as Managing Director with effect from 15th January, 2009. As Managing Director, Mr. Shankar exercises substantial powers of management over the Company, subject to the superintendence, control and directions by the Board of Directors.

Prior to joining Rallis, Mr. Shankar had worked with Tata Chemicals Ltd. as Chief Operating Officer, Phosphates Business, before which, he was with Hindustan Lever Ltd. from 1986 to 2004. He served in various capacities in the Unilever Group of Companies and was responsible for the Seeds business and later Fertilizers Business. Mr. Shankar is a Chartered Accountant, Cost & Management Accountant, Company Secretary and a Law Graduate. He is a University and CA Institute Rank Holder.

Under Mr. Shankar's leadership, Rallis set out on its *Rallis Poised* growth agenda, moving from strength to strength as it changed from being a predominantly India centric, crop protection and insecticides dominated Company to having a healthy mix of insecticides, fungicides and herbicides in its portfolio, besides a robust second pillar of non-pesticides portfolio (NPP) of seeds, plant growth nutrients, soil health, contract manufacturing and agri services. About a third of its revenues now come from international markets. After due consolidation of its performance, Rallis has been on its *Rallis Poised* growth journey steadily under the stewardship of Mr. Shankar, to a position of a composite business portfolio spread across India and International markets and a NPP portfolio including contract manufacturing moving towards contributing to 40% of the turnover.

Some significant investments driving these strategies include commissioning of its new manufacturing facility at Dahej during 2010-11 and the acquisition of majority stakes in Metahelix Life Sciences Ltd., a research based Seeds Company and Zero Waste Agro Organics Ltd., which manufactures organic manure. Both Metahelix and Zero Waste are now wholly owned subsidiaries of Rallis. All these investments are beginning to bear fruits and contributing well to the profitable growth of Rallis.

The Company's Rallis Kisan Kutumb platform now reaches more than one million farmers. Its R&D capabilities aim to introduce new and greener products at regular intervals, as well as expand in contract manufacturing services. Its MoPu (More Pulses) and **Rallis Samrudh Krishi**<sup>®</sup> initiatives providing end-to-end solutions are the next level differentiators now set to transform the Company's offering to its customers.

Under Mr. Shankar, Environment, Health and Safety (EHS) are prime focus areas and the Company has been recognized by the Indian Chemical Council in 2012-13, by permitting it to use the Responsible Care logo, which permission was extended for a further three years during 2015-16. The Company's manufacturing Units have won several environment and safety awards over the years.



During Mr. Shankar's tenure, operational and business excellence has also received due recognition, with the Company winning the JRD QV Award for Business Excellence 2011, the CII-EXIM Prize for excellence in 2012 and again in 2015 and the Porter Prize in 2012. The Company also received the Certificate of Recognition from the Institute of Company Secretaries of India in 2015, for adopting Exemplary Corporate Governance Practices.

Employee Engagement scores at Rallis have consistently out-performed industry benchmarks and have been above the scores for similar Companies in India.

The community focused activities also led by Mr. Shankar have been useful to a large number of beneficiaries with the Jal-Dhan intervention on water being specially acknowledged by the State.

On a consolidated basis, the Company's operating revenues have steadily grown from ₹ 659 crores in FY07 to ₹ 1,783 crores in FY 17 despite the back-to-back period of two years of drought. Its operating profits (before exceptional items) from existing assets also grew from ₹ 55.48 crores in FY07 to ₹ 221.56 crores in FY 17. Over a 10 year period, the CAGR on revenues have been 10%, and profits grew at a CAGR of 15%.

The Company issued bonus shares in 2009, in the ratio of one equity share for every two equity shares held. The Total Shareholder Return, i.e. the yearly rate of return of an investment made, considering capital appreciation plus dividends over time, is 36% per annum, for an investment made in the Company in March 2007, kept till the last trading day of March 2017. Rallis' share price has significantly out-performed the BSE Sensex over the years.

The appointment and terms of remuneration of Mr. Shankar as the Managing Director are pursuant to the provisions of Article 135 of the Company's Articles of Association and Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time. Mr. Shankar shall not, while he continues to be the Managing Director, be subject to retirement by rotation pursuant to the provisions of Section 152 of the Act and Article 135 of the Company's Articles of Association.

The principal terms and conditions of appointment of Mr. V. Shankar as Managing Director & CEO (hereinafter referred to as 'Mr. Shankar' or 'Managing Director & CEO') and the main clauses of the Agreement to be executed between the Company and Mr. Shankar are as follows:

#### 1. Term and Termination:

- 1.1 With effect from 13th March, 2017 (the date of appointment) upto 30th September, 2021 (till he attains the retirement age).
- 1.2 The Agreement may be terminated earlier, without any cause, by Mr. Shankar or the Company by giving six months' notice of such termination to the other party or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Incentive Remuneration (paid at the discretion of the Board), in lieu of such notice.

#### 2. Duties and Powers:

- 2.1. The Managing Director & CEO shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/ or subsidiaries, including performing duties as assigned to the Managing Director & CEO by the Board from time to time by serving on the boards of such associated companies and/ or subsidiaries or any other executive body or any committee of such a company.

## Rallis India Limited

- 2.2 The Managing Director & CEO shall not exceed the powers so delegated by the Board pursuant to clause 2.1 above.
- 2.3 The Managing Director & CEO undertakes to employ the best of his skill and ability and to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.
- 2.4 Mr. Shankar shall undertake his duties from such location as may be directed by the Board.

### 3. Remuneration:

- 3.1 So long as the Managing Director & CEO performs his duties and conforms to the terms and conditions contained in the Agreement, he shall, subject to such approvals as may be required, be entitled to the following remuneration subject to deduction at source of all applicable taxes in accordance with the laws for the time being in force:

A. Salary: Basic Salary of ₹ 5,50,000 per month, upto a maximum of ₹ 10,00,000 per month, with authority to the Board to fix the salary within the said maximum amount from time to time. The annual increments, which will be effective 1st April each year, will be decided by the Board, based on recommendation of the NRC, and will be merit-based and take into account the Company's performance as well.

B. Benefits, Perquisites and Allowances:

In addition to the Salary referred to in (A) above, the Managing Director & CEO shall be entitled to:

- a. Rent free residential accommodation (furnished or otherwise), the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation.

OR

If accommodation is not provided by the Company, House Rent, House Maintenance and Utility Allowances aggregating 85% of the basic salary.

- b. Hospitalization, Transport, Telecommunication and other facilities in accordance with the Rules of the Company:
- (i) Hospitalization and major medical expenses for self, spouse and dependent (minor) children;
  - (ii) Car, with driver provided, maintained by the Company, for official and personal use;
  - (iii) Telecommunication facilities including broadband, internet and fax;
  - (iv) Housing Loan facility.
- c. Other perquisites and allowances, subject to a maximum of 55% of the basic salary, as follows:
- (i) Allowances – 33.34% of basic salary
  - (ii) Leave Travel Concession/ Allowance – 8.33% of basic salary
  - (iii) Medical Allowance – 8.33 % of basic salary
  - (iv) Personal accident insurance and Club Membership fees at actuals, subject to a cap of 5% of basic salary.
- d. Company's contribution to Provident Fund, Superannuation or Annuity Fund and Gratuity Fund as per the Rules of the Company.
- e. The Managing Director & CEO shall be entitled to leave in accordance with the Rules of the Company. Privilege leave not availed by him is encashable in accordance with the Rules of the Company.



- C. Commission: Such remuneration by way of commission, in addition to the salary and benefits, perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board at the end of each financial year, subject to the overall ceiling stipulated in Section 197 of the Act. The specific amount payable will be based on performance as evaluated by the Board or a Committee thereof duly authorized in this behalf and will be payable annually after the Annual Financial Statements have been adopted by the Board.
- D. Incentive remuneration: In cases where the net profits of the Company are inadequate for payment of profit linked commission, incentive remuneration, not exceeding 200% of the annual basic salary, to be paid at the discretion of the Board annually, based on certain performance criteria and such other parameters as may be considered appropriate from time to time.

An indicative list of factors that may be considered for determination of the extent of Commission/ Incentive Remuneration by the Board (as recommended by the NRC) are:

- o The Company's performance on certain defined qualitative and quantitative parameters, as may be decided by the Board from time to time.
- o Industry benchmarks of remuneration.
- o Performance of the individual.

3.2. Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of the tenure of the Managing Director & CEO, the Company has no profits or its profits are inadequate, the Company will pay to him remuneration by way of salary, benefits, perquisites and allowances and incentive remuneration as specified above.

4. The terms and conditions of the appointment of the Managing Director & CEO and/ or the Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Managing Director & CEO, subject to such approvals as may be required.
5. The Managing Director & CEO, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.
6. All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the Managing Director & CEO, unless specifically provided otherwise.
7. The employment of the Managing Director & CEO may be terminated by the Company without notice or payment in lieu of notice:
  - a. if the Managing Director & CEO is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
  - b. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director & CEO of any of the stipulations contained in the Agreement; or
  - c. in the event the Board expresses its loss of confidence in the Managing Director & CEO.
8. In the event the Managing Director & CEO is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

## Rallis India Limited

9. Upon the termination by whatever means of his employment under the Agreement:
- The Managing Director & CEO shall immediately cease to hold offices held by him in any holding Company, subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trusts connected with the Company.
  - The Managing Director & CEO shall not without the consent of the Board at any time thereafter represent himself as connected with the Company or any of its subsidiaries and associated companies.
10. If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Shankar will cease to be the Managing Director & CEO and also cease to be a Director of the Company. If at any time, the Managing Director & CEO ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director & CEO and the Agreement shall forthwith terminate. If at any time, the Managing Director & CEO ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Managing Director & CEO of the Company.
11. The terms and conditions of the appointment of the Managing Director & CEO also include clauses pertaining to adherence with the Tata Code of Conduct, Intellectual Property, maintenance of confidentiality, non-competition and non-solicitation.
12. For all intents and purposes, Mr. Shankar's date of joining will be the date on which he joined the Group and he will also enjoy all benefits of continuity with regard to Gratuity and other benefits.
13. Remuneration paid/ payable to the Managing Director & CEO for FY 2016-17 is commensurate with industry standards and Board level positions held in similar sized companies, taking into consideration the individual responsibilities shouldered by them. The table below illustrates the comparative data:

(Amount in ₹ crores)

Market - CTC with long term incentives				
Benchmark Position	No. of observations from Market	P25	P50	P75
CEO	24 Companies	2.30	3.39	5.97

Note:

- Based on Executive Compensation Study conducted by AON Hewitt in April 2017.
- Market data is for Companies with revenue size between ₹ 1,000 crores to ₹ 4,000 crores.
- CTC includes basic salary, benefits, perquisites & allowances, commission/ performance linked bonus and long term incentives and housing.

The remuneration of Mr. Shankar for FY 2016-17 was ₹ 3.74 crores, including commission for 2015-16, paid during FY 2016-17.

Rallis is a major player in the agrochemicals industry and its Seeds entity Metahelix has emerged to be amongst the leading Seed Companies within a short period of time. The Company is now embarking on its next transformation journey to move from an agri products major to an agri solutions based Company, with its **Rallis Samrudh Krishi**® initiative. This will make it a composite business solution provider for its customers and create a differentiated position in the market place. The Directors are of the view that the re-appointment of Mr. V. Shankar as Managing Director & CEO leading all of these will be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly, commend Resolution No.8 of the accompanying Notice for approval by the Members of the Company.



Pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval.

Mr. V. Shankar is concerned and interested in the Resolution mentioned at Item No.8 of the Notice. Other than Mr. Shankar, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.8 of the Notice.

Mr. Shankar is not related to any other Director or Key Managerial Personnel of the Company.

**Item No.9:**

Pursuant to Section 148 of the Act, read with The Companies (Cost Records and Audit) Rules, 2014 ('the Rules'), as amended from time to time, the Company is required 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 D. C. Dave & Co. (Firm Registration No.000611) 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, 2018, at a remuneration of ₹ 4 lakhs plus applicable taxes and out-of-pocket expenses.

D. C. Dave & Co. have the necessary experience in the field of cost audit, and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

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 D. C. Dave & 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.9 of the Notice.

By Order of the Board of Directors

P. S. MEHERHOMJI  
Company Secretary

Dated: 24th April, 2017

*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 AGM**  
**[Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards - 2 on General Meetings]**

Name of Director	Mr. Bharat Vasani	Dr. C. V. Natraj
Director Identification Number (DIN)	00040243	07132764
Date of Birth/ Age	24.08.1958/ 58	31.07.1953/ 63
Date of first appointment	13.03.2007	22.07.2016
Qualifications	B. Com., L.L.B. and Member of the Institute of Company Secretaries of India.	Ph.D. in Chemistry from the Indian Institute of Science, Bangalore. Post-doctoral research experience in Biochemistry from the University of Michigan, Ann Arbor.
Expertise in specific functional areas	Mr. Vasani is the Chief, Legal and Group General Counsel for the Tata Group and has been with Tata Sons Ltd. since December 2000. He has over 37 years' experience as a corporate lawyer and has worked with Phillips India Ltd., NOCIL and Dow Chemical International Ltd.	Dr. Natraj has more than 30 years of experience in research. He headed the Research function as Director on the Board of Hindustan Lever Ltd. and later went on to lead the Corporate Research function for Unilever as Senior Vice President, responsible for global exploratory research. He is currently serving on the Science and Engineering Research Board of the Department of Science and Technology. He is also the Technical Advisor to the Indian Institute of Science.
Terms and conditions of appointment/ re-appointment	Appointed as Non-Executive Director liable to retire by rotation	Refer Item No.6 of the Notice
Details of remuneration last drawn (2016-17) *	₹ 20.95 lakhs	₹ 12.45 lakhs
No. of Board Meetings attended during the year	7	5
Relationships between Directors inter-se	None	None
No. of shares held in the Company:		
(a) Own	NIL	4,831
(b) For other persons on a beneficial basis	NIL	NIL
List of Companies in which Directorship held as on 31.03.2017 (excluding foreign, private and Section 8 Companies)	1. Rallis India Ltd. # 2. Tata Communications Ltd. # 3. Tata Sky Ltd.	1. Rallis India Ltd. # 2. Metahelix Life Sciences Ltd. 3. Advinus Therapeutics Ltd.
Chairperson/ Member of the Mandatory Committees of the Board of the Companies on which he/ she is a Director as on 31.03.2017	Nil	1. Metahelix Life Sciences Ltd. - Audit Committee 2. Advinus Therapeutics Ltd. - Audit Committee

\* Includes commission for 2016-17 payable in 2017-18

# Listed Entities (including entities whose debt is listed on a Stock Exchange)



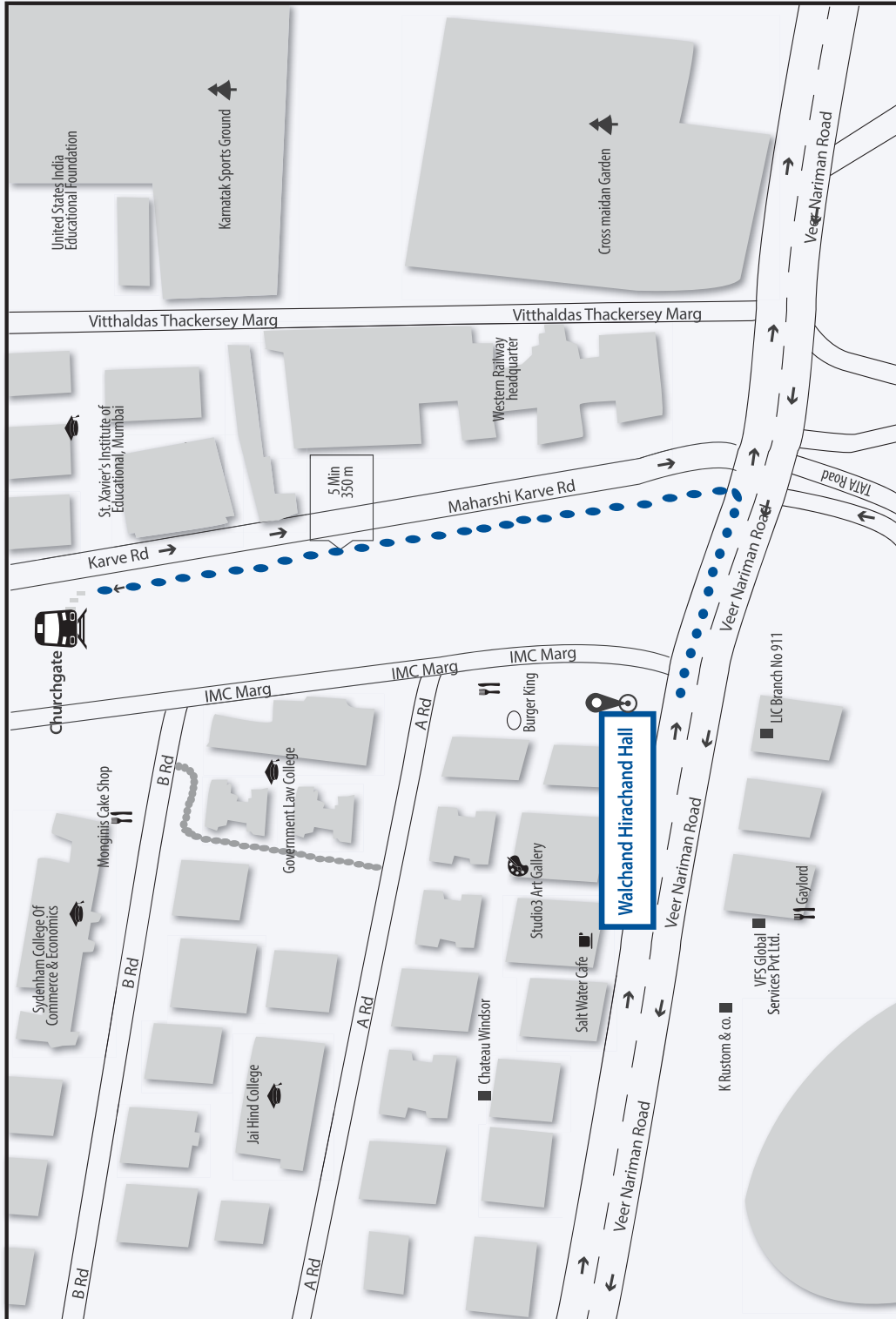
Name of Director	Mrs. Padmini Khare Kaicker	Mr. V. Shankar
Director Identification Number (DIN)	00296388	01385240
Date of Birth/ Age	15.04.1965/ 52	18.09.1956/ 60
Date of first appointment	22.07.2016	13.03.2007
Qualifications	B. Sc. in Mathematics, Certified Public Accountant (USA) and Diploma holder in Business Finance from the Institute of Chartered Financial Analysts of India.	B.Com (Honours), FCA, ACMA, ACS, LL.B
Expertise in specific functional areas	Mrs. Kaicker is the Managing Partner of B. K. Khare & Co., one of the leading and respected Indian Accounting Firms. She has over 24 years of experience serving large and mid-sized clients in several sectors in areas of Audit, Taxation, Corporate Finance, Corporate Advisory, Risk Management and Corporate Governance. She has been involved in Corporate Advisory, M&A and restructuring initiatives.	Mr. V. Shankar joined the Company on 1st December, 2005 as Chief Operating Officer and was appointed as Executive Director with effect from 13th March, 2007 and subsequently as Managing Director from 15th January, 2009. Prior to joining the Company, he had worked with Tata Chemicals Ltd. as Chief Operating Officer, Phosphates Business, before which, he was with Hindustan Lever Ltd. from 1986 to 2004. He served in various capacities in the Unilever Group of Companies and was responsible for the Seeds business and later Fertilisers Business.
Terms and conditions of appointment/re-appointment	Refer Item No.7 of the Notice	Refer Item No.8 of the Notice
Details of remuneration last drawn (2016-17) *	₹ 24.95 lakhs	₹ 4.24 crores
No. of Board Meetings attended during the year	5	7
Relationships between Directors inter-se	None	None
No. of shares held in the Company:		
(a) Own	NIL	NIL
(b) For other persons on a beneficial basis	NIL	NIL
List of Companies in which Directorship held as on 31.03.2017 (excluding foreign, private and Section 8 Companies)	1. Rallis India Ltd. # 2. Tata Cleantech Capital Ltd. # 3. Maharashtra Natural Gas Ltd. 4. TAL Manufacturing Solutions Ltd. 5. Kotak Mahindra Investments Ltd. #	1. Rallis India Ltd. (Managing Director)# 2. Metahelix Life Sciences Ltd. (Chairman) 3. Zero Waste Agro Organics Ltd. (Chairman) 4. Rallis Chemistry Exports Ltd. (Chairman)
Chairperson/ Member of the Mandatory Committees of the Board of the companies on which he/ she is a Director as on 31.03.2017	1. Rallis India Ltd. - Audit Committee (Chairperson) 2. Tata Cleantech Capital Ltd. - Audit Committee (Chairperson) 3. Maharashtra Natural Gas Ltd. - Audit Committee (Chairperson) 4. TAL Manufacturing Solutions Ltd. - Audit Committee (Chairperson) 5. Kotak Mahindra Investments Ltd. - Audit Committee (Chairperson)	1. Rallis India Ltd. - Stakeholders Relationship Committee

\* Includes commission for 2016-17 payable in 2017-18

# Listed Entities (including entities whose debt is listed on a Stock Exchange)

Rallis India Limited

ROUTE MAP to the Venue of the 69th 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-NINTH ANNUAL GENERAL MEETING of the Company, to be held on Friday, the 23rd June, 2017 at 3.00 p.m. 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, 2017
2.	Adoption of Audited Consolidated Financial Statements and Auditors' Report for the financial year ended 31st March, 2017
3.	Declaration of dividend, including special dividend, for the year 2016-17 on Equity Shares
4.	Re-appointment of Mr. Bharat Vasani, who retires by rotation
5.	To appoint Statutory Auditors of the Company and fix their remuneration
<b>Special Business</b>	
6.	Appointment of Dr. C. V. Natraj as Independent Director
7.	Appointment of Mrs. Padmini Khare Kaicker as Independent Director
8.	Re-appointment of Mr. V. Shankar as Managing Director & CEO
9.	Ratification of Cost Auditors' remuneration

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

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-NINTH ANNUAL GENERAL MEETING of the Company.



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

**A TATA Enterprise**

REGISTERED OFFICE 156/157 15TH FLOOR NARIMAN BHAVAN 227 NARIMAN POINT MUMBAI 400 021  
Tel 91 22 6665 2700 Fax 91 22 6665 2827 Email Address: investor\_relations@rallis.co.in Website: www.rallis.co.in

### ATTENDANCE SLIP

**69TH ANNUAL GENERAL MEETING ON FRIDAY, 23RD JUNE, 2017 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-NINTH 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 23rd June, 2017 at 3.00 p.m.

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Member's Folio/ DP ID-Client ID No.                      Member's/ Proxy's name in Block Letters                      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/ Proxyholder 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:

<b>EVEN (E-Voting Event Number)</b>	<b>User ID</b>	<b>Password</b>

**Note:** Please refer to the instructions printed under the Notes of the Notice of the 69th Annual General Meeting. The e-voting period starts from **9.00 am on Tuesday, 20th June, 2017 and will end at 5:00 pm on Thursday, 22nd June, 2017**. The voting module shall be disabled by NSDL for voting thereafter.