



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

25th June, 2016

The General Manager
Corporate Relations Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Asst. Vice President
National Stock Exchange of
India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra - Kurla Complex
Bandra (E), Mumbai 400 051

Dear Sir,

**Sub: Proceedings of the 68th Annual General Meeting held on
24th June, 2016.**

Please find enclosed proceedings of the 68th Annual General Meeting of the Company held on 24th June, 2016, as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the above on record.

Thanking You,

Yours faithfully,
RALLIS INDIA LIMITED

(P. S. MEHERHOMJI)

Encl: a/a

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

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PROCEEDINGS OF THE 68TH ANNUAL GENERAL MEETING OF THE COMPANY UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

- Meeting Day, Date and Time** : Friday, 24th June, 2016 at 3.00 p.m.
- Venue** : Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020.
- Chairman** : Mr. Bhaskar Bhat, Chairman of the Board, took the Chair in terms of Article 87 of the Articles of Association of the Company.
- Members attending the Meeting** : 83 members were present in person and 2 by proxy.
- Quorum** : The requisite quorum as required under Section 103 of the Companies Act, 2013 was present.

1. After declaring the quorum to be present, the Chairman called the Meeting to order. He introduced the Directors seated on the dais. With the consent of the Shareholders, the Notice convening the Meeting, the Board's Report, Financial Statements and the Auditors' Report for the year ended 31st March, 2016 were taken as read.
2. The Chairman made his opening remarks. This was followed by a presentation made by the Managing Director & CEO of the Company, to the Shareholders, on the operations of the Company.

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3. The Chairman then informed the Shareholders that in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided to the Members the facility to exercise their right to vote at the 68th Annual General Meeting by electronic means.

The Chairman further informed the Shareholders that, pursuant to Section 107 of the Act, there would be no voting on the resolutions by show of hands. However, for the benefit of Shareholders who were present at the meeting and who had not cast their votes through remote e-voting, a poll was being conducted at the end of the meeting. The Shareholders were informed that Shareholders who had already cast their vote through remote e-voting should not cast their vote on the poll, since such vote would be considered as invalid.

The Shareholders were also informed that the Board of Directors had appointed Mr. N. L. Bhatia, Practicing Company Secretary, as Scrutinizer for scrutinizing the remote e-voting process and poll process at the Annual General Meeting, in a fair and transparent manner.

4. The Chairman then invited the Shareholders to ask questions, make comments and give their views, if any. The Shareholders were given an opportunity to speak in the order in which they had given their names. After giving sufficient time to all Shareholders who wished to speak, the Chairman and Managing Director gave their responses to the issues raised by the Shareholders.
5. The Chairman then authorized the Company Secretary to carry out the poll process. He announced that the combined results on the remote e-voting and poll process would be announced on 25th June, 2016.
6. After all the Shareholders who wished to participate in the poll had cast their votes, the ballot box was sealed in the presence of the Scrutinizer. The Scrutinizer first counted the number of votes cast at the Meeting for and against the Resolutions. He then unblocked the votes cast through remote e-voting. He then collated the votes cast at the Meeting and votes downloaded from the remote e-voting system and submitted his consolidated report to the Chairman.

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Business transacted at the 68th Annual General Meeting:

The following business was transacted at the Annual General Meeting:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements, Board's and Auditors' Reports:

The following resolution was passed as an Ordinary Resolution:

RESOLVED THAT the Audited Financial Statements for the financial year ended 31st March, 2016, together with the Reports of the Board of Directors and Auditors thereon, submitted to this Meeting, be and are hereby adopted.

2. Adoption of Audited Consolidated Financial Statements and Auditors' Report

The following resolution was passed as an Ordinary Resolution:

RESOLVED THAT the Audited Consolidated Financial Statements for the financial year ended 31st March, 2016 together with the Report of the Auditors thereon, submitted to this Meeting, be and are hereby adopted.

3. Declare a dividend for the year 2015-16 on Equity Shares:

The following resolution was passed as an Ordinary Resolution:

RESOLVED THAT dividend of Rs.2.50 per share (250%) be paid on the fully paid-up Equity Shares of Re.1/- each of the Company in respect of the year ended 31st March, 2016, to those Shareholders whose names appear in the Register of Members as on 14th June, 2016 and to the beneficial owners of the shares as on beginning of 14th June, 2016, as per details furnished by the Depositories for this purpose.

RESOLVED FURTHER THAT the above dividend be paid by credit to the bank accounts of the Shareholders, as per their bank details recorded with the Company or Depository Participants, or by warrants dispatched to the Shareholders or their Mandatees, as the case may be, on 28th June, 2016.

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4. Re-appointment of Mr. R. Mukundan:

The following resolution was passed as an Ordinary Resolution:

RESOLVED THAT Mr. R. Mukundan (DIN No.00778253), a Director retiring by rotation under Article 112 of the Articles of Association of the Company, be and is hereby re-elected as a Director of the Company.

5. Ratification of Appointment of Statutory Auditors and fixing their remuneration:

The following resolution was passed as an Ordinary Resolution

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 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 as Director:

The following resolution was passed 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.

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7. Ratification of Cost Auditors' remuneration:

The following resolution was passed 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 Rs.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.

As per the consolidated Scrutinizer's Report dated 24th June, 2016, all resolutions, as set out in the Notice of the Annual General Meeting dated 26th April, 2016, were passed by the Members of the Company with the requisite majority.

(P. S. MEHERHOMJI)
COMPANY SECRETARY

Mumbai,
25th June, 2016