

RALLIS INDIA LIMITED

Corporate Identity No. L36992MH1948PLC014080

Registered Office 156/157 15TH FLOOR NARIMAN BHAVAN 227 NARIMAN POINT MUMBAI 400 021

Tel. No. 6665 2700 Fax No. 6665 2827 E-mail address: investor_relations@rallis.co.in

Website: www.rallis.co.in

BALLOT FORM

1. Name & Registered Address :
of the sole/first named
shareholder

2. Name(s) of the :
joint holder(s)
(if any)

3. Registered Folio No./
DP ID No./ Client ID No.* :
*(Applicable to investors
holding shares in
dematerialized form)

4. Numbers of share(s) held :

5. E-voting Event Number (EVEN) :

6. User ID :

7. Password :

8. I/ We hereby exercise my/ our votes in respect of the Resolutions set out in the Notice of the Annual General Meeting dated 22nd April, 2014 by sending my/ our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Ordinary Business				
1.	Adoption of Financial Statements, Directors' and Auditors' Report for the year ended 31st March, 2014			
2.	Confirm the payment of interim dividend and declare a final dividend for the year 2013-14 on Equity Shares			
3.	Re-appointment of Mr. R. Gopalakrishnan, who retires by rotation			
4.	Appoint Auditors and fix their remuneration			
Special Business				
5.	Appointment of Mr. B. D. Banerjee as an Independent Director			
6.	Appointment of Mr. E. A. Kshirsagar as an Independent Director			
7.	Appointment of Mr. Prakash R. Rastogi as an Independent Director			
8.	Appointment of Dr. Y. S. P. Thorat as an Independent Director			
9.	Appointment of Dr. Punita Kumar-Sinha as an Independent Director			
10.	To approve revision in Managing Director's salary			
11.	Ratification of Cost Auditors' remuneration			

Resolution No.	Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
12.	To approve borrowing limits of the Company			
13.	Creation of Charge on the assets of the Company			

Place:

Date:

Signature of the Shareholder/ Authorized Representative

Notes: Please read the instructions carefully before exercising your vote.

INSTRUCTIONS

Process and manner for Members opting to vote by using the Postal Ballot Form:

1. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. N. L. Bhatia, Practicing Company Secretary, not later than the close of working hours (1700 hours) on 23rd June, 2014. For this purpose, a self-addressed prepaid envelope is enclosed and postage will be paid by the Company, if posted in India. The envelope bears the name and address of the Registered Office of the Company, and is to the attention of the Scrutinizer. However, envelopes containing the Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the Member, will also be accepted.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depository Participants. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. There will be one Form for every Folio/ Client ID irrespective of the number of joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA or enclosing an attested copy of the POA. Exercise of vote is not permitted through proxy.
3. For shares held by companies, bodies corporate, trusts, societies, etc. the duly completed Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with attested specimen signature(s) of the duly authorized signatory(ies).
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided for assent/ dissent. Members may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the member's total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" in case of any resolution, it will be treated as "ABSTAIN" for that resolution and the shares held will not be counted under either head.
5. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 16th May, 2014 ("Cut Off Date") as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial Owners.
6. Duly completed Forms should reach the Scrutinizer not later than the close of working hours (1700 hours) on 23rd June, 2014. Ballot Forms received after 23rd June, 2014 will be strictly treated as if the reply from the Members has not been received.
7. A Member may request for a duplicate Ballot Form, if so required. However, the duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date specified at Sr. No.6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The Scrutinizer's decision on the validity of a Ballot will be final.
10. Members are requested not to send any other paper along with the Ballot Form in the enclosed self-addressed envelope as all such envelopes will be sent to the Scrutinizer and any other paper found in such envelope would be destroyed by him. They are also requested not to write anything on the Ballot Form except giving their assent or dissent and putting their signature.
11. The results of the voting shall be declared on or after the Annual General Meeting of the Company. The Results declared, along with the Scrutinizer's Report, shall be published in newspapers, placed on the Company's website www.rallis.co.in and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd. and National Stock Exchange of India Ltd.
12. Members may address any query to Mrs. P. S. Meherhomji, Company Secretary, at the Registered Office of the Company, Tel. No. 67761657, Fax No. 67761775 or by e-mail to pmeherhomji@rallis.co.in

Notes:

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
2. A Member can opt for only one mode of voting, i.e. either by post or through e-voting. If a Member casts votes by both modes, then voting done through a valid physical ballot form shall prevail and e-voting of that Member shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Annual General Meeting Notice.
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice.