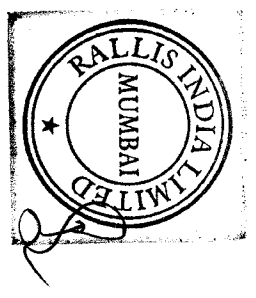


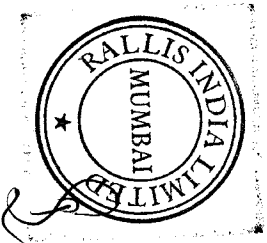
RALLIS INDIA LIMITED
Adoption of Audited Financial Statements, Board's and Auditors' Reports for the financial year ended 31st March, 2016

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
Resolution No 1	Category	Mode of voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
1	Promoter and Promoter Group	E-voting	97416610	97416610	$\frac{[3]}{[1]} \times 100$ 100.0000	97416610	0	$\frac{[6]}{[2]} \times 100$ 100.0000	$\frac{[7]}{[5]} \times 100$ 0.0000
		Poll	97416610	0	0.0000	0	0	0.0000	0.0000
		Total	97416610	97416610	100.0000	97416610	0	100.0000	0.0000
2	Public Institutions	E-voting	39316218	32207869	81.9201	32207869	0	100.0000	0.0000
		Poll	39316218	0	0.0000	0	0	0.0000	0.0000
		Total	39316218	32207869	81.9201	32207869	0	100.0000	0.0000
3	Public Shareholding (Non-Institutions)	E-voting	57736062	50312	0.0871	50162	150	99.7019	0.2981
		Poll	57736062	10702	0.0185	10702	0	100.0000	0.0000
		Total	57736062	61014	0.1057	60864	150	99.7542	0.2458
Grand Totals			194468890	129685493	66.6870	129685343	150	99.9999	0.0001



RALLIS INDIA LIMITED
Adoption of Audited Consolidated Financial Statements and Auditors' Report for the financial year ended 31st March, 2016

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
Resolution No 2	Category	Mode of voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/([1])*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	E-voting	97416610	97416610	100.0000	97416610	0	100.0000	0.0000
		Poll	97416610	0	0.0000	0	0	0.0000	0.0000
		Total	97416610	97416610	100.0000	97416610	0	100.0000	0.0000
2	Public Institutions	E-voting	39316218	32207869	81.9201	32207869	0	100.0000	0.0000
		Poll	39316218	0	0.0000	0	0	0.0000	0.0000
		Total	39316218	32207869	81.9201	32207869	0	100.0000	0.0000
3	Public Shareholding (Non-Institutions)	E-voting	57736062	50112	0.0868	50112	0	100.0000	0.0000
		Poll	57736062	10702	0.0185	10702	0	100.0000	0.0000
		Total	57736062	60814	0.1053	60814	0	100.0000	0.0000
Grand Totals			194468890	129685293	66.6869	129685293	0	100.0000	0.0000



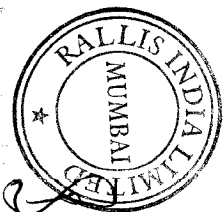
RALLIS INDIA LIMITED
Declaration of dividend for the year 2015-16 on Equity Shares

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
Resolution No 3	Category	Mode of voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=([2]/([1])*100	[4]	[5]	[6]=([4]/(2))*100	[7]=([5]/(2))*100
1	Promoter and Promoter Group	E-voting Poll Total	97416610 97416610 97416610	97416610 0 97416610	100.0000 0.0000 100.0000	97416610 0 97416610	0 0 0	100.0000 0.0000 100.0000	0.0000 0.0000 0.0000
2	Public Institutions	E-voting Poll Total	39316218 39316218 39316218	32207869 0 32207869	81.9201 0.0000 81.9201	32207869 0 32207869	0 0 0	100.0000 0.0000 100.0000	0.0000 0.0000 0.0000
3	Public Shareholding (Non-Institutions)	E-voting Poll Total	57736062 57736062 57736062	50098 10712 60810	0.0868 0.0186 0.1053	50060 10712 60772	38 0 38	99.9241 100.0000 99.9375	0.0759 0.0000 0.0625
	Grand Totals		194468890	129685289	66.6869	129685251	38	100.0000	0.0000



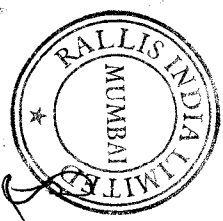
RALLIS INDIA LIMITED
Re-appointment of Mr. R. Mukundan, who retires by rotation

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
Resolution No 4	Category	Mode of voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
1	Promoter and Promoter Group	E-voting	97416610	97416610	100.0000	97416610	0	100.0000	0.0000
		Poll	97416610	0	0.0000	0	0	0.0000	0.0000
		Total	97416610	97416610	100.0000	97416610	0	100.0000	0.0000
2	Public Institutions	E-voting	39316218	32207869	81.9201	32207869	0	100.0000	0.0000
		Poll	39316218	0	0.0000	0	0	0.0000	0.0000
		Total	39316218	32207869	81.9201	32207869	0	100.0000	0.0000
3	Public Shareholding (Non-Institutions)	E-voting	57736062	49847	0.0863	49679	168	99.6630	0.3370
		Poll	57736062	10712	0.0186	10712	0	100.0000	0.0000
		Total	57736062	60559	0.1049	60391	168	99.7226	0.2774
Grand Totals			194468890	129685038	66.6868	129684870	168	99.9999	0.0001



RALLIS INDIA LIMITED
Ratification of appointment of Statutory Auditors and fixing their remuneration

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
Resolution No 5	Category	Mode of voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
1	Promoter and Promoter Group	E-voting	97416610	97416610	100.0000	97416610	0	100.0000	0.0000
		Poll	97416610	0	0.0000	0	0	0.0000	0.0000
		Total	97416610	97416610	100.0000	97416610	0	100.0000	0.0000
2	Public Institutions	E-voting	39316218	32207869	81.9201	23587402	8620467	73.2349	26.7651
		Poll	39316218	0	0.0000	0	0	0.0000	0.0000
		Total	39316218	32207869	81.9201	23587402	8620467	73.2349	26.7651
3	Public Shareholding (Non-Institutions)	E-voting	57736062	49850	0.0863	49650	200	99.5988	0.4012
		Poll	57736062	10712	0.0186	10512	200	98.1329	1.8671
		Total	57736062	60562	0.1049	60162	400	99.3395	0.6605
Grand Totals			194468890	129685041	66.6868	121064174	8620867	93.3525	6.6475



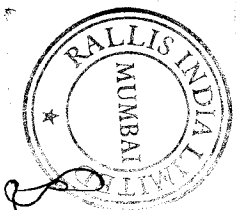
RALLIS INDIA LIMITED
Appointment of Mr. Bhaskar Bhat as Director

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
Resolution No 6	Category	Mode of voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
1	Promoter and Promoter Group	E-voting Poll Total	97416610 97416610 97416610	97416610 0 97416610	100.0000 0.0000 100.0000	97416610 0 97416610	0 0 0	100.0000 0.0000 100.0000	0.0000 0.0000 0.0000
2	Public Institutions	E-voting Poll Total	39316218 39316218 39316218	32207869 0 32207869	81.9201 0.0000 81.9201	31590065 0 31590065	617804 0 617804	98.0818 0.0000 98.0818	1.9182 0.0000 1.9182
3	Public Shareholding (Non-Institutions)	E-voting Poll Total	57736062 57736062 57736062	50042 10712 60754	0.0867 0.0186 0.1052	49777 10582 60359	265 130 395	99.4704 98.7864 99.3498	0.5296 1.2136 0.6502
	Grand Totals		194468890	129685233	66.6869	129067034	618199	99.5233	0.4767



RALLIS INDIA LIMITED
Ratification of Cost Auditors' remuneration

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
Resolution No 7	Category	Mode of voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/([1])*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	E-voting Poll Total	97416610 97416610 97416610	97416610 0 97416610	100.0000 0.0000 100.0000	97416610 0 97416610	0 0 0	100.0000 0.0000 100.0000	0.0000 0.0000 0.0000
2	Public Institutions	E-voting Poll Total	39316218 39316218 39316218	32207869 0 32207869	81.9201 0.0000 81.9201	32191577 0 32191577	16292 0 16292	99.9494 0.0000 99.9494	0.0506 0.0000 0.0506
3	Public Shareholding (Non-Institutions)	E-voting Poll Total	57736062 57736062 57736062	49771 10712 60483	0.0862 0.0186 0.1048	48991 10712 59703	780 0 780	98.4328 100.0000 98.7104	1.5672 0.0000 1.2896
	Grand Totals		194468890	129684962	66.6867	129667890	17072	99.9868	0.0132





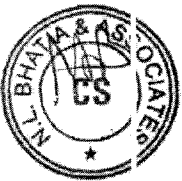
Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Mr. Bhaskar Bhat
Chairman
68th Annual General meeting
Rallis India Limited

Dear Sir,

1. I, **N. L. Bhatia**, Practicing Company Secretary (Membership No. FCS 1176 / C.P No. 422), have been appointed as scrutinizer, by the Board of Directors of **Rallis India Limited** for the purpose of scrutinizing the remote e-voting and ballot process at the Annual General Meeting and ascertaining the requisite majority on remote e-voting and ballot process carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolutions contained in the notice of the 68th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on the 24th June, 2016 at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolutions contained in the Notice of the 68th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and ballot processes is restricted in making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited



(NSDL), the authorized agency to provide e-voting facilities, engaged by the Company, and ballot papers made available at the Annual General Meeting.

3. Further to above, I submit my report as under:
- 3.1. The Company has provided the e-voting facility through NSDL, on their website www.evoting.nsdl.com. The Company had uploaded all the items of businesses to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-voting.
 - 3.2. The notices sent (both through email and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto.
 - 3.3. As prescribed in the said Rules, the Company has also published an advertisement in newspaper on May 31, 2016 in Businessline and in Mumbai Lakshadeep and it carried the required information as specified in the said rules.
 - 3.4. The members of the Company as on the "cut-off" date i.e. 17th June, 2016 were entitled to vote on the resolutions (item no. 1 to 7) as set out in the notice of the 68th Annual General Meeting.
 - 3.5. The Chairman at the 68th Annual General meeting, held on 24th June, 2016 had announced that members who have not exercised their votes through remote e-voting may, if they wish to, exercise their votes through ballot at the meeting.
 - 3.6. The remote e-voting commenced from 21st June, 2016 (9:00 a.m.) and ended on 23rd June, 2016 (5:00 p.m.).
 - 3.7. The votes cast were unblocked after the AGM in the presence of two witnesses, Ms Kinjal Kotak and Ms Astha Purwar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.





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



Item No. 1:- As an Ordinary Resolution :-

- 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.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes Invalid / abstained
				Favor	Against	
194468890	129685493	129685343	150	99.9999	0.0001	2

Item No. 2:- As an Ordinary Resolution :-

- 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.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes Invalid / abstained
				Favor	Against	
194468890	129685293	129685293	0	100	0	3

Item No.3:- As an Ordinary Resolution :-

- To declare dividend for the financial year 2015-16 on Equity Shares.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes Invalid / abstained
				Favor	Against	
194468890	129685289	129685251	38	100	0	4



Item No. 4:- As an Ordinary Resolution :-

- To appoint a Director in place of Mr. R. Mukundan (DIN No. 00778253) who retires by rotation and being eligible offers himself for re-appointment.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes Invalid / abstained
				favor	against	
194468890	129685038	129684870	168	99.9999	0.0001	6

Item No. 5:- As an Ordinary Resolution :-

- Ratification of appointment of Statutory Auditors and fixing their remuneration.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes Invalid / abstained
				Favor	against	
194468890	129685041	121064174	8620867	93.3525	6.6475	8

Item No. 6:- As an Ordinary Resolution :-

- Appointment of Mr. Bhaskar Bhat (DIN No 00148778) as Director.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes Invalid / abstained
				Favor	against	
194468890	129685233	129067034	618199	99.5233	0.4767	4



Item No. 7:- As an Ordinary Resolution :-

- Ratification of Cost Auditors' remuneration.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Votes Invalid / abstained
				Favor	against	
194468890	129684962	129667890	17072	99.9868	0.0132	5

4. A Register and all other papers and relevant records containing details of equity shareholders, who voted "IN FAVOUR", or "AGAINST" and those whose votes were declared invalid for each resolution under remote e-voting and voting done at the AGM through Ballot Paper shall remain in our safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and the same would thereafter be handed over to the Company Secretary for safe keeping.
5. The above mentioned resolutions are deemed to be passed as on the date of the 68th Annual General Meeting of the Company
6. You may accordingly declare the result of voting by e-voting and Ballot paper at the AGM.

Thanking you,

Place: Mumbai
Date: June 24, 2016



Yours faithfully,

Navnit Bhatia

N.L.Bhatia, FCS
Practicing Company Secretary
Scrutinizer
FCS:-1176
C.P NO. 422

Countersigned

P. S. Meherhomji

Mrs. P. S. Meherhomji
(Company Secretary)