

Corporate Governance Report

1. COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

The fundamental principle of Corporate Governance is achieving sustained growth ethically and in the best interest of all stakeholders. It is not a mere compliance of laws, rules and regulations, but a commitment to values, best management practices and adherence to the highest ethical principles in all its dealings, to achieve the objects of the Company, enhance stakeholder value and discharge its social responsibility. Above all, it is a way of life, rather than merely a legal compulsion.

The Company has a strong legacy of fair, transparent and ethical governance practices and it believes that good Corporate Governance is essential for achieving long-term corporate goals and to enhance stakeholders' value. In this pursuit, the Company's philosophy on the Code of Governance is based on the belief that effective Corporate Governance practices constitute a strong foundation on which successful commercial enterprises are built to last. Good Corporate Governance is indispensable to resilient and vibrant capital markets and is, therefore, an important instrument of investor protection. As a good corporate citizen, the Company lays great emphasis on a corporate culture of conscience, integrity, fairness, transparency, accountability and responsibility for efficient and ethical conduct of its business.

The Company is committed to the Tata Code of Conduct ('TCoC'). TCoC articulates values and ideals that guide and govern the conduct of the Tata companies as well as its employees in all matters relating to business. This is further strengthened by the adoption of the TCoC for its employees, including the Managing Director. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors including Code of Conduct for Independent Directors which suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013 ('the Act'). The Company's Corporate Governance philosophy is also reinforced through adoption of the Code of Conduct for Prevention of Insider Trading, Code of Corporate Disclosure Practices and the Tata Business Excellence Model. The Company has also adopted the Guidelines on Board Effectiveness to fulfill its responsibilities towards its stakeholders.

The Company has adhered to the requirements stipulated under Regulations 17 to 27 read with Para C and D of Schedule V and clauses (b) to (i) of

sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as applicable, with regard to Corporate Governance.

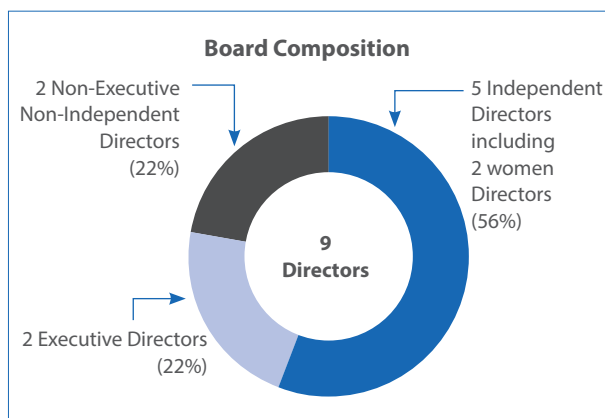
2. BOARD OF DIRECTORS

Composition

The Board of Directors of the Company is the highest governance authority within the management structure of the Company. Further, the Board of Directors of the Company is totally committed to the best practices for effective Corporate Governance.

The Board of Directors, along with its Committees, provides leadership and guidance to the management and directs and supervises the performance of the Company, thereby enhancing stakeholders' value. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected. The Board composition is in conformity with the Act and the Listing Regulations.

As on 31st March, 2019, the composition of the Board of Directors is as under:



None of the Directors are related to each other.

The Company currently has a right mix of Directors on the Board who possess the requisite qualifications and experience in general corporate management, finance and other allied fields which enable them to contribute effectively to the Company in their capacity as Directors of the Company. Detailed profile of the Directors is available on the Company's website at <http://www.rallis.co.in/POBD.HTM>





None of the Directors on the Board is a Member of more than 10 Committees and Chairperson of more than 5 Committees (Committees being Audit Committee and Stakeholders Relationship Committee, as per Regulation 26(1) of the Listing Regulations), across all public companies in which he/she is a Director. The necessary disclosures regarding committee positions have been made by all the Directors.

None of the Directors hold office in more than 20 companies and in more than 10 public companies as prescribed under Section 165(1) of the Act. No Director holds Directorships in more than 8 listed companies.

Further, none of the Independent Directors ('ID') served as ID in more than 7 listed companies. The Managing Directors did not serve as an Independent Director in any listed company.

Category and Attendance of Directors

The composition and categories of Directors as on 31st March, 2019 as also the number of Directorships/Chairpersonships and Committee positions held by them in other public limited companies and the names of the listed entities where they hold Directorship and the category of such Directorship are given below:

Sr. No.	Name of the Director	No. of Directorships in other public limited companies*		No. of committee positions in other public limited companies**		Directorship in other listed entities	
		Chairperson	Member	Chairperson	Member	Name of the Listed entity (including debt listed)	Category of Directorship
Non-Independent, Non-Executive Directors							
1.	Mr. Bhaskar Bhat (Chairman) DIN: 00148778	3	4	-	4	Titan Company Limited Tata Chemicals Limited Trent Limited Bosch Limited	MD NINED NINED ID
2.	Mr. John Mulhall DIN: 08101474	-	-	-	-	-	-
Independent, Non-Executive Directors							
3.	Mr. Prakash R. Rastogi DIN: 00110862	-	1	-	-	Ishita Drugs & Industries Limited	ID
4.	Dr. Y. S. P Thorat DIN: 00135258	-	3	-	1	Tata Chemicals Limited Britannia Industries Limited Bombay Burmah Trading Corporation Limited	ID ID ID
5.	Dr. Punita Kumar-Sinha DIN: 05229262	-	8	1	6	Sobha Limited Bharat Financial Inclusion Limited SREI Infrastructure Finance Limited JSW Steel Limited Infosys Limited	ID ID ID ID ID
6.	Dr. C. V. Natraj DIN: 07132764	-	1	-	1	-	-
7.	Ms. Padmini Khare Kaicker DIN: 00296388	-	4	3	1	Tata Chemicals Limited Tata Cleantech Capital Limited Kotak Mahindra Investments Limited	ID ID ID
Non-Independent, Executive Directors (Managing Director & CEO)							
8.	Mr. V. Shankar@ DIN: 01385240	3	-	-	-	-	-
9.	Mr. R. Mukundan# DIN: 00778253	-	3	-	1	Tata Chemicals Limited	MD & CEO

MD & CEO – Managing Director & Chief Executive Officer; ID – Independent Director, NINED – Non-Independent, Non-Executive Director

* Excludes Directorships/Chairpersonships in Associations, Private Limited Companies, Foreign Companies, Government Bodies, Companies registered under Section 8 of the Act and Alternate Directorships.

** Only Audit Committee and Stakeholders Relationship Committee of Indian Public Companies have been considered for committee positions.

@ Mr. V. Shankar ceased to be the Managing Director & CEO with effect from 31st March, 2019.

With effect from 3rd December, 2018, Mr. R. Mukundan, Non-Executive Director, was appointed as Managing Director & CEO of the Company. Further, consequent to the appointment of Mr. Sanjiv Lal (DIN: 08376952) as Managing Director & CEO effective 1st April, 2019, Mr. Mukundan stepped down as the Managing Director & CEO with effect from 31st March, 2019. However, he continues as a Non-Executive Director on the Board of the Company.

The Seventieth (70th) Annual General Meeting ('AGM') of the Company for the Financial Year ('FY') 2017-18 was held on 2nd July, 2018. All the Directors of the Company were present at the 70th AGM.

The Company held 8 Board Meetings during FY 2018-19 and the gap between two meetings did not exceed 120 days. The details of Meetings attended by the Directors during the year are given below:

Name of the Director	Attendance at the meetings held on								No. of meetings attended	Attendance (%)
	26th April, 2018	17th July, 2018	23rd October, 2018	3rd December, 2018	17th January, 2019	9th February, 2019	5th March, 2019	18th March, 2019		
Mr. Bhaskar Bhat	✓	✓	✓	✓	✓	✓	✓	✓	8	100
Mr. Prakash R. Rastogi	✓	✓	✓	✓	✓	LOA	✓	✓	7	87.5
Dr. Y. S. P. Thorat	✓	✓	✓	✓	✓	✓	LOA	✓	7	87.5
Dr. Punita Kumar-Sinha	✓	✓	✓	✓	✓	✓	✓	✓	8	100
Dr. C. V. Natraj	✓	✓	✓	✓	✓	✓	✓	✓	8	100
Ms. Padmini Khare Kaicker	✓	✓	✓	✓	✓	LOA	✓	✓	7	87.5
Mr. John Mulhall	✓	✓	✓	✓	✓	✓	✓	✓	8	100
Mr. R. Mukundan	✓	✓	✓	✓	✓	✓	✓	✓	8	100
Mr. V. Shankar	✓	✓	✓	✓	✓	✓	✓	✓	8	100

LOA – Leave of absence

Shareholding of Directors as on 31st March, 2019:

Dr. C. V. Natraj holds 4,831 (0.002%) Equity Shares of the Company. No other Director holds any shares in the Company. The Company has not issued any convertible instruments.

Board Procedure

The annual calendar of Board and Committee Meetings is agreed upon at the beginning of the year. The agenda is circulated well in advance to the Board/Committee members along with comprehensive background information on the items in the agenda to enable the Board and Committees to arrive at appropriate decisions. The agenda and related information is circulated through a highly secure web based application, which can be accessed electronically. This has reduced paper consumption, thereby enhancing the sustainability efforts of the Company. Video conferencing facility is provided to facilitate Directors who are unable to attend the meeting in person.

At Board Meetings, the Managing Director & CEO appraises the Board on the overall performance of the Company. The Board also, *inter alia*, reviews the strategy, annual business plan and capital expenditure budgets, quarterly, half-yearly and annual financial results, compliance reports on all laws applicable to

the Company, EHS (Environment, Health and Safety) performance, people, process matters, minutes of Board Meetings of subsidiaries and minutes of meetings of Committees of the Board. In addition, the Board is kept informed of all major events, including information listed under Part A of Schedule II to the Listing Regulations. Based on the agenda, members of the senior leadership are invited to attend the Board Meetings, which brings in requisite accountability and provides developmental inputs.

Code of Conduct

The Company has adopted the Tata Code of Conduct for all its employees, including the Managing Director which is available on the website of the Company at <http://www.rallis.co.in/TCOC.htm>.



The Board has also adopted a Code of Conduct for the Non-Executive Directors of the Company, which incorporates the duties of Independent Directors as laid down in Schedule IV to the Act which is available on the website of the Company at <http://www.rallis.co.in/COCNE.htm>.



All Board members and Senior Management Personnel (as per Regulation 26(3) of the Listing Regulations) have affirmed compliance with the



applicable Code of Conduct. A declaration to this effect, signed by the Managing Director & CEO forms part of this Report.

Apart from receiving remuneration that they are entitled to under the Act as Non-Executive Directors and reimbursement of expenses incurred in the discharge of their duties, none of the Non-Executive Directors has any other material pecuniary relationship or transactions with the Company, its Promoters, its Directors, its Senior Management or its subsidiaries and associates.

Senior Management of the Company have made disclosures to the Board confirming that there are no material financial and/or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

Independent Directors

All Independent Directors of the Company have been appointed as per the provisions of the Act and Listing Regulations. Formal letters of appointment have been issued to Independent Directors. The terms and conditions of their appointment are disclosed on the Company's website at <http://www.rallis.co.in/TCAID.htm>.



The Board of Directors confirm that the Independent Directors fulfill the conditions specified in the Act and Listing Regulations and are independent of management.

Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company was held on 26th April, 2018 as required under Schedule IV to the Act (Code for Independent Directors) and Regulation 25 (3) of the Listing Regulations. At the Meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of the Managing Director and Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of flow of information between the Company

management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors attended the meeting held on 26th April, 2018. Dr. C. V. Natraj chaired the meeting.

Familiarization Programme for Independent Directors

The Company has an orientation programme upon induction of new Directors, as well as other initiatives to update Directors on a continuous basis.

The Company also has an ongoing familiarization programme for its Independent Directors, with the objective of familiarizing them with the Company, its operations and business model, nature of the industry and environment in which it operates, the regulatory environment applicable to it, the CSR projects undertaken by the Company and also the roles, rights and responsibilities of Independent Directors.

During the year under review, certain Directors including Independent Directors visited the Rallis Innovation & Chemistry Hub (RICH) at Bengaluru and met the leadership team there. Further, certain Directors also visited the Rallis Jal Dhan site located at Latur, Maharashtra as a part of CSR activity.

Details of familiarization programmes imparted to Independent Directors are available on the Company's website at <http://www.rallis.co.in/DFPID.htm>.



Appointment/Re-appointment of Directors

As required under Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard - 2, particulars of the Directors seeking appointment/re-appointment are given in the Explanatory Statement to the Notice of the AGM.

Skills, Expertise and Competencies of the Board

The Board of Directors has, based on the recommendations of the Nomination and Remuneration Committee ('NRC'), identified the following core skills/expertise/competencies of Directors as required in the context of business of the Company for its effective functioning:



The Board as a whole possesses the identified skills, expertise and competencies as are required in the context of business of the Company.

Board and Director evaluation and criteria for evaluation

During the year, the Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees.

The NRC has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. The criteria for Evaluation of Board, Individual Directors and Committees include, *inter alia*, the following:

Board Evaluation	Evaluation of Individual Directors	Committee Evaluation
<ul style="list-style-type: none"> Board Structure - qualifications, experience and competencies Board Diversity Meetings – regularity, frequency, agenda, discussion and recording of minutes Functions – strategy, governance, compliances, evaluation of risks, stakeholder value and responsibility, conflict of interest Independence of management from the Board, access of Board and management to each other Succession plan and professional development 	<ul style="list-style-type: none"> Professional qualifications and experience Knowledge, skills and competencies Fulfillment of functions, ability to function as a team Attendance Commitment, contribution, integrity and independence <p>In addition to the above, the Chairman of the Board Meetings is also evaluated on key aspects of his role, including effectiveness of leadership and ability to steer meetings, impartiality and ability to keep shareholders’ interests in mind.</p>	<ul style="list-style-type: none"> Mandate and composition Effectiveness of the Committee Structure of the Committee Meetings – regularity, frequency, agenda, discussion and dissent, recording of minutes Independence of the Committee from the Board and contribution to decisions of the Board

The procedure followed for the performance evaluation of the Board, Committees and Directors is detailed in the Board’s Report.



3. AUDIT COMMITTEE

Terms of reference

The Audit Committee functions in accordance with Section 177 of the Act, Regulation 18 of the Listing Regulations and its Charter adopted by the Board. During the year under review, the Audit Committee Charter was amended to align the role of the Committee with amendments to the Listing Regulations and SEBI (Prohibition of Insider Trading) Regulations, 2015. The terms of reference of the Audit Committee, inter alia, includes:

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Discuss and review with the management the annual/ half yearly/ quarterly financial statements and the auditor's report thereon, before submission to the Board for approval.
- Review of the Company's accounting policies, internal accounting and financial controls, risk management policies and such other matters.
- Discuss with the statutory auditors, before the audit commences, about the nature and scope of audit, as well as post-audit discussion to ascertain any area of concern.
- Hold timely discussions with the statutory auditors regarding critical accounting policies and practices and significant financial reporting issues and judgments made.
- Recommend to the Board the appointment, re-appointment and, if required, the replacement or removal of statutory auditors, remuneration and terms of appointment of auditors, fixation of audit fees and to approve payment for any other services rendered by the statutory auditors.
- Review and monitor the auditor's independence, qualification and performance and effectiveness of audit process.
- Review with the management, performance of the statutory and internal auditors.
- Review the adequacy of the internal audit function and the adequacy and efficacy of the internal control systems, including the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, budget, coverage and frequency of internal audit.
- Evaluate internal financial controls and risk management systems.
- Scrutinize inter-corporate loans and investments.
- Review the utilization of loans and/or advances from/ investment by the Company in the subsidiary Companies, exceeding ₹100 crores or 10% of the asset size of the subsidiary, whichever is lower.
- Discuss any significant findings with internal auditors and follow-up thereon.
- Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
- Look into the reasons for substantial defaults in payments to depositors, debenture holders, shareholders and creditors.
- Approve transactions, including any subsequent modifications, of the Company with related parties.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Review and monitor the statement of use and application of funds raised through public offers and related matters.
- Review the functioning of the Whistle Blower mechanism.
- Review the effectiveness of the system for monitoring compliance with laws and regulations and oversee compliance with legal and regulatory requirements, including the Tata Code of Conduct for the Company and its subsidiaries.
- Provide guidance to the Compliance Officer for setting forth policies and implementation of the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices.
- Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, atleast once in a financial year and verify that the systems for Internal Controls are adequate and are operating effectively.
- Oversee financial reporting controls and process for subsidiary companies.
- Approve the appointment of the Chief Financial Officer after assessing the qualifications, experience and background of the candidate.
- Generally, all items listed in Part C of Schedule II to the Listing Regulations and in Section 177 of the Act and any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee has been given the powers prescribed under Regulation 18(2)(c) of the Listing Regulations.

Meetings Held

During the year under review, 6 meetings of the Audit Committee were held on 26th April, 2018; 17th July, 2018; 28th August, 2018; 23rd October, 2018; 17th January, 2019 and 18th March, 2019.

Composition and Attendance during the year

The Audit Committee of the Company is constituted in accordance with the provisions of Regulation 18 of the Listing Regulations and the provisions of Section 177 of the Act. All members of the Committee are financially literate with Ms. Padmini Khare Kaicker, Chairperson, having the relevant accounting and financial management expertise.

The composition of the Audit Committee and the details of Meetings attended by the Members during the year are given below:

Name of the Member	Category	No. of meetings attended	Attendance (%)
Ms. Padmini Khare Kaicker, Chairperson	ID	6	100
Mr. Prakash R. Rastogi	ID	6	100
Dr. Y. S. P. Thorat (ceased w.e.f. 17th January, 2019)	ID	5	100
Dr. C. V. Natraj (appointed w.e.f. 17th January, 2019)	ID	1	100
Mr. John Mulhall (appointed w.e.f. 17th January, 2019)	NINED	1	100

ID – Independent Director; NINED – Non-Independent, Non-Executive Director

The gap between two Audit Committee Meetings did not exceed 120 days. Necessary quorum was present at the above Meetings.

During the year, the Audit Committee reviewed key audit findings covering operational, financial and compliance areas, internal financial controls and financial reporting systems, related party transactions, functioning of the Whistleblower mechanism and implementation of the Tata Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices. The Chairperson of the Committee briefs the Board about the significant discussions at the Audit Committee

Meetings. The minutes of each Audit Committee Meeting are placed at the next meeting of the Board.

The meetings of the Audit Committee are usually attended by the Managing Director & CEO, the Chief Financial Officer, the Head of Internal Audit and a representative of the Statutory Auditors. The Business and Operation Heads are invited to the Meetings, when required. The Company Secretary acts as the Secretary to the Committee. Occasionally, the Audit Committee also meets without the presence of any Executives of the Company. The Chairperson periodically has one-on-one meetings with the Head of Internal Audit and the Statutory Auditors to discuss key concerns.

Ms. Padmini Khare Kaicker, Chairperson of the Audit Committee, was present at the AGM of the Company held on 2nd July, 2018.

4. NOMINATION AND REMUNERATION COMMITTEE

Terms of reference

The Nomination and Remuneration Committee ('NRC') functions in accordance with Section 178 of the Act, Regulation 19 of the Listing Regulations and its Charter adopted by the Board. The terms of reference of the NRC includes:

- Recommend to the Board the setup and composition of the Board, including formulation of the criteria for determining qualifications, positive attributes and independence of a Director.
- Periodical review of composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Support the Board in matters related to the setup, review and refresh of the Committees.
- Devise a policy on Board diversity.
- Recommend to the Board the appointment or reappointment of Directors.
- Recommend to the Board how the Company will vote on resolutions for appointment of Directors on the Boards of its material subsidiaries.
- Recommend to the Board, the appointment of Key Managerial Personnel (KMP) and executive team members.
- Carry out the evaluation of every Director's performance and support the Board and Independent Directors in the evaluation of the



- performance of the Board, its Committees and individual Directors, including formulation of criteria for evaluation of Independent Directors and the Board.
- Oversee the performance review process for the KMP and executive team with the view that there is an appropriate cascading of goals and targets across the Company.
 - Recommend the Remuneration Policy for the Directors, KMP, executive team and other employees.
 - On an annual basis, recommend to the Board the remuneration payable to Directors, KMP and executive team of the Company.
 - Review matters related to remuneration and benefits payable upon retirement and severance to MD/EDs, KMP and executive team.
 - Review matters related to voluntary retirement and early separation schemes for the Company.
 - Provide guidelines for remuneration of Directors on material subsidiaries.
 - Recommend to the Board how the Company will vote on resolutions for remuneration of Directors on the Boards of its material subsidiaries.
 - Assist the Board in fulfilling its corporate governance responsibilities relating to remuneration of the Board, KMP and executive team members.
 - Oversee familiarisation programmes for Directors.
 - Review HR and People strategy and its alignment with the business strategy periodically, or when a change is made to either.
 - Review the efficacy of HR practices, including those for leadership development, rewards and recognition, talent management and succession planning.
 - Perform other activities related to the charter as requested by the Board from time to time.

Meetings Held

During the year under review, 6 meetings of the NRC were held on 26th April, 2018; 21st August, 2018; 3rd December, 2018; 17th January, 2019; 5th February, 2019 and 18th March, 2019.

Composition and Attendance during the year

The NRC is constituted in accordance with the provisions of Regulation 19 of the Listing Regulations and the provisions of Section 178 (1) of the Act. The composition of the NRC and the details of Meetings attended by the Members during the year are given below:

Name of the Member	Category	No. of meetings attended	Attendance (%)
Dr. C. V. Natraj, Chairman	ID	6	100
Mr. Bhaskar Bhat	NINED	6	100
Mr. Prakash R. Rastogi	ID	6	100
Mr. R. Mukundan*	NINED	3	100

ID – Independent Director; NINED – Non-Independent, Non-Executive Director

* Consequent to the appointment of Mr. R. Mukundan as Managing Director & CEO w.e.f. 3rd December, 2018, he ceased to be a member of NRC.

Dr. C. V. Natraj, Chairman of the NRC, was present at the AGM of the Company held on 2nd July, 2018.

Remuneration of Directors

The Company's Remuneration Policy is aligned with its philosophy for payment of remuneration to Directors, KMPs and all other employees, based on the commitment of fostering a culture of leadership with trust.

Details of remuneration for FY 2018-19

Managing Director & CEO:

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and commission (variable component) to its Managing Director & CEO. Annual increments are recommended by the NRC within the salary scale approved by the Members and are effective 1st April each year. The NRC recommends commission payable to the Managing Director & CEO out of the profits for the financial year within the overall ceilings stipulated in the Act. Specific amount payable as commission is based on the performance criteria laid down by the Board which broadly takes into account the profits earned by the Company for the year and performance of the individual.

Mr. V. Shankar

The aggregate value of salary, perquisites, commission and retirement benefits paid to Mr. V. Shankar, Managing Director & CEO, during FY 2018-19 is ₹ 4,87,42,499 comprising:

Salary	: ₹ 79,68,000
Perquisites and allowances	: ₹ 1,44,85,432

Commission for : ₹ 1,25,00,000
 FY 2018-19,
 payable
 during FY 2019-20

Retirement : ₹ 1,37,89,067
 benefits paid

Period of Agreement : Upto 30th September, 2021.
 However, Mr. V. Shankar
 has ceased to be the
 Managing Director & CEO
 with effect from
 31st March, 2019.

Notice period : The Agreement may be
 terminated by either party
 giving the other party
 six months' notice or the
 Company paying six months'
 remuneration in lieu thereof.

Mr. R. Mukundan

Mr. R. Mukundan was appointed as Managing Director & CEO with effect from 3rd December, 2018 to 31st March, 2021. However, he has stepped down as Managing Director & CEO of the Company with effect from 31st March, 2019 consequent to the appointment of Mr. Sanjiv Lal as Managing Director & CEO. During his tenure as Managing Director & CEO, Mr. Mukundan has not drawn any remuneration.

Neither any severance fees was paid nor any stock options were granted to Mr. Shankar and Mr. Mukundan.

Non-Executive Directors:

The Company paid sitting fees of ₹20,000 per meeting to the Non-Executive Directors for attending meetings of the Board, Executive Committee of the Board, Audit Committee, NRC, Corporate Social Responsibility Committee and Risk Management Committee; and ₹ 10,000 per meeting for attending the meetings of the Stakeholders Relationship Committee. ₹ 20,000 was also paid as sitting fees to the Independent Directors who attended the Meeting of the Independent Directors.

In terms of the Members' approval obtained at the AGM of the Company held on 2nd July, 2018, commission is paid to Non-Executive Directors, as applicable, at a rate not exceeding 1% per annum of the profits of the Company, computed in accordance with the provisions of the Act. The distribution of commission among the Non-Executive Directors is recommended by the NRC and approved by the Board. The commission is distributed on the basis of their attendance and

contribution at the Board and Committee Meetings and is paid after the Annual Financial Statements are adopted by the Members at the AGM. The Company also reimburses any expenses incurred by the Directors for attending meetings.

Details of commission and sitting fees paid to the Non Whole-time Directors are given below:

Name of Director	Sitting Fees paid during 2018-19 (₹)	Commission for FY 2017-18, paid during 2018-19 (₹)	Commission for FY 2018-19, payable during 2019-20 (₹)
Mr. Bhaskar Bhat	3,00,000	*	*
Mr. Prakash R. Rastogi	4,60,000	25,35,000	28,00,000
Dr. Y. S. P. Thorat	3,80,000	35,25,000	30,00,000
Dr. Punita Kumar-Sinha	2,20,000	19,70,000	20,00,000
Dr. C. V. Natraj	3,40,000	28,05,000	25,00,000
Ms. Padmini Khare Kaicker	3,00,000	32,60,000	28,00,000
Mr. John Mulhall	**	**	**
Mr. R. Mukundan	**	**	**
Total	20,00,000	1,40,95,000	1,31,00,000

* In line with the internal guidelines, no payment is made towards commission to Mr. Bhaskar Bhat, Non-Executive Director of the Company, who is in full-time employment with other Tata company.

**Mr. R. Mukundan and Mr. John Mulhall are in whole-time employment of Tata Chemicals Limited, the holding company, and draw remuneration from it.

Retirement Policy for Directors

As per the Company's policy, Managing and Executive Directors retire at the age of 65 years, Non-Independent Non-Executive Directors retire at the age of 70 years and the retirement age for Independent Directors is 75 years.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

Terms of reference

The Stakeholders Relationship Committee ('SRC') looks into various aspects of interest of shareholders.



During the year under review, the terms of reference of the SRC were amended to align the role of the Committee with amendments to the Listing Regulations. The terms of reference of the SRC includes:

- Review statutory compliance relating to all security holders.
- Consider and resolve the grievances of security holders of the Company, including complaints related to transfer/transmission of securities, non-receipt of annual report/declared dividends/notices/balance sheet, issue of new/duplicate certificates, general meetings etc.
- Review measures taken for effective exercise of voting rights by shareholders.
- Oversee compliances in respect of dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund.
- Oversee compliances in respect of transfer of shares to the Investor Education and Protection Fund, in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, as applicable from time to time.
- Review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- Oversee and review all matters related to the transfer of securities of the Company.
- Approve issue of duplicate certificates of the Company.
- Review movements in shareholding and ownership structures of the Company.
- Ensure setting of proper controls, review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent and oversee performance of the Registrar and Share Transfer Agent.
- Recommend measures for overall improvement of the quality of investor services.

Meetings Held

During the year under review, 2 meetings of the SRC were held on 17th July, 2018 and 17th January, 2019.

Composition and Attendance during the year

The composition of the SRC and the details of the Meetings attended by the Members during the year are given below:

Name of the Member	Category	No. of meetings attended	Attendance (%)
Dr. Punita Kumar-Sinha, Chairperson	ID	2	100
Dr. Y. S. P.Thorat	ID	2	100
Mr. V. Shankar (ceased w.e.f. 17th January, 2019)	MD & CEO	2	100
Mr. R. Mukundan (appointed w.e.f. 17th January, 2019)	MD & CEO	N. A.	N. A.

MD & CEO – Managing Director & Chief Executive Officer;
ID – Independent Director

Note: Mr. Sanjiv Lal, MD & CEO was appointed as a member of SRC in place of Mr. R. Mukundan w.e.f. 1st April, 2019.

Dr. Punita Kumar-Sinha, Chairperson of the SRC, was present at the AGM held on 2nd July, 2018.

Name, designation and address of Compliance Officer

Mr. Yashaswin Sheth

Company Secretary
Rallis India Limited
2nd Floor Sharda Terraces
Plot No. 65 Sector 11 CBD Belapur
Navi Mumbai - 400 614
Tel. No.: 91 22 6776 1700
Fax No.: 91 22 6776 1775
Email: investor_relations@rallis.co.in

Status of Investor Complaints

Status of Investor Complaints as on 31st March, 2019 as reported under Regulation 13(3) of the Listing Regulations is as under:

Complaints pending as on 1st April, 2018	:	0
Received during the year	:	4
Resolved during the year	:	4
Pending as on 31st March, 2019	:	0

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Terms of reference

The terms of reference of the Corporate Social Responsibility ('CSR') Committee are as follows:

- Formulate and recommend to the Board, a CSR Policy indicating the activity or activities to be undertaken by the Company as specified in Schedule VII of the Act.
- Recommend the amount to be spent on the CSR activities.
- Monitor the Company's CSR Policy periodically.
- Oversee the Company's conduct with regard to its Corporate and societal obligations and its reputation as a responsible corporate citizen.
- Oversee activities impacting the quality of life of various stakeholders.
- Monitor the CSR Policy and expenditure of material subsidiaries.
- Attend to such other matters and functions as may be prescribed from time to time.

The Board has adopted the CSR Policy as formulated and recommended by the Committee. The same is displayed on the website of the Company at http://www.rallis.co.in/CSR_Policy.htm.

The Annual Report on CSR activities for the year 2018-19 forms a part of the Board's Report.



Meetings Held

During the year under review, 2 meetings of the CSR Committee were held on 21st June, 2018 and 18th March, 2019.

Composition and Attendance during the year

The CSR Committee of the Company is constituted in accordance with the provisions of Section 135 of the Act. The composition of the CSR Committee and the details of the Meetings attended by the Members during the year are given below:

Name of the Member	Category	No. of meetings attended	Attendance (%)
Mr. John Mulhall, Chairman (appointed w.e.f. 17th January, 2019)	NINED	1	100
Dr. Y. S. P. Thorat*	ID	2	100
Mr. P. R. Rastogi	ID	2	100
Mr. V. Shankar (ceased w.e.f. 17th January, 2019)	MD & CEO	1	100

MD & CEO – Managing Director & Chief Executive Officer; ID – Independent Director, NINED – Non-Independent, Non-Executive Director

* Dr. Y. S. P. Thorat ceased to be the Chairman of CSR Committee w.e.f. 17th January, 2019. He was present at the AGM of the Company held on 2nd July, 2018.

Note: Mr. Sanjiv Lal, MD & CEO was appointed as a member of CSR Committee w.e.f. 1st April, 2019.

7. RISK MANAGEMENT COMMITTEE

Regulation 21 of the Listing Regulations mandates top 100 listed entities, determined on the basis of market capitalization as at the end of the immediate previous financial year, to constitute a Risk Management Committee ('RMC'). Although not mandatory for the Company for the year 2018-19, the Company has constituted a RMC of the Board.

Terms of reference

During the year under review, the terms of reference of RMC were amended to align the role of the Committee with amendments to the Listing Regulations. The terms of reference of the RMC includes:

- Approve the Risk Management Policy and plan integration through training and awareness programmes.
- Approve the process for risk identification.
- Set up risk strategy policies, including agreeing on risk tolerance and appetite levels, recognizing contingent risks, inherent and residual risks, including for cyber security.
- Monitor the Company's compliance with the risk structure. Assess whether current exposure to the risks it faces, including for cyber security, is acceptable and that there is an effective remediation of non-compliance on an on-going basis.



- To approve major decisions affecting the risk profile or exposure and give appropriate directions.
- To consider the effectiveness of decision making process in crisis and emergency situations.
- Balance risks and opportunities.
- Generally, assist the Board in the execution of its responsibility for the governance of risk.
- Attend to such other matters and functions as may be prescribed from time to time.

Meetings Held

During the year under review, 4 meetings of the RMC were held on 23rd April, 2018; 21st June, 2018; 11th December, 2018 and 18th March, 2019.

Composition and Attendance during the year

The composition of the RMC and the details of the Meetings attended by the Members during the year are given below:

Name of the Member	Category	No. of meetings attended	Attendance (%)
Dr. C. V. Natraj, Chairman (appointed w.e.f. from 17th January, 2019)	ID	1	100
Dr. Y. S. P Thorat*	ID	3	100
Mr. V. Shankar (ceased w.e.f. from 17th January, 2019)	MD & CEO	3	100
Ms. Padmini Khare Kaicker (appointed w.e.f. from 17th January, 2019)	ID	1	100
Mr. John Mulhall (appointed w.e.f. from 17th January, 2019)	NINED	1	100

MD & CEO – Managing Director & Chief Executive Officer;
ID – Independent Director, NINED – Non-Independent, Non-Executive Director

* Dr. Y. S. P. Thorat ceased to be the Chairman and Member of RMC w.e.f. 17th January, 2019. He was present at the AGM of the Company held on 2nd July, 2018.

Note: Mr. Sanjiv Lal, MD & CEO, was appointed as a member of the RMC w.e.f. 1st April, 2019.

The Chief Financial Officer and Head - Internal Audit are permanent invitees to the meeting of RMC. Business and Operation Heads are invited to the Meetings when required. The Company Secretary acts as the Secretary to the Committee.

The Company has a well-defined risk management framework in place. The risk management framework of the Company is given in detail in the Board's Report.

8. EXECUTIVE COMMITTEE OF THE BOARD

The Executive Committee of the Board (ECOB) is responsible for reviewing certain matters before presenting to the Board, items such as business and strategy review, long-term financial projections and cash flows, capital and revenue budgets, acquisitions, divestments and business restructuring proposals. The Committee is also responsible for advising the management on development of business plans and future strategies for the Company.

Meetings Held

During the year under review, 1 meeting of the ECOB was held on 25th April, 2018.

The composition of the ECOB and the details of the Meetings attended by the Members during the year are given below:

Name of the Member	No. of meetings attended
Mr. Bhaskar Bhat, Chairman	1
Mr. Prakash R. Rastogi	1
Mr. R. Mukundan	1
Dr. Punita Kumar-Sinha	1
Mr. V. Shankar	1

The Committee has been dissolved with effect from 17th January, 2019.

9. SUBSIDIARY COMPANIES

Regulation 16(1)(c) of the Listing Regulations defines a material subsidiary as a subsidiary, whose income or net worth exceeds 20% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. During the year under review, the Company did not have any unlisted material subsidiary incorporated in India and was therefore, not required to have an Independent Director of the Company on the Board of such subsidiary, under Regulation 24 of the Listing Regulations. However, two Independent Directors of the Company, viz. Dr. Punita Kumar-Sinha and Dr. C. V. Natraj are appointed as Independent Directors on the Board of its subsidiary, Metahelix Life Sciences Limited.

The Company's Audit Committee reviews the consolidated financial statements of the Company as well as the financial statements of the subsidiaries,

including the investments made by the subsidiaries. The minutes of the Board Meetings, along with a report of the significant transactions and arrangements of the unlisted subsidiaries of the Company are periodically placed before the Board of Directors of the Company.

10. GENERAL BODY MEETINGS

Location, date and time of AGMs held during the last 3 years and special resolutions passed:

Day, Date and Time	Location	Special Resolutions
Monday, 2nd July, 2018 at 3.00 pm	Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai - 400 020.	There was no matter that required passing of Special Resolution.
Friday, 23rd June, 2017 at 3.00 pm		
Friday, 24th June, 2016 at 3.00 pm		

All resolutions moved at the last AGM were passed by the requisite majority of shareholders.

No Extra Ordinary General Meeting of the shareholders was held during the year. During the year under review, no resolution was put through by Postal Ballot. Further, no special resolution is being proposed to be passed through Postal Ballot.

11. DISCLOSURES

Related Party Transactions: During the year under review, there were no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, their subsidiaries, the Directors, the KMP, the management or relatives or other designated persons, that may have a potential conflict with the interests of the Company at large. Declarations have been received from the Senior Management Personnel to this effect.

All related party transactions entered into during the year were on arms' length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and Listing Regulations. The Company has adopted a Related Party Transactions Policy which is in line with the amendments to the Act and the Listing Regulations and the same is displayed on the Company's website at: http://www.rallis.co.in/Related_Party_TransactionsPolicy.htm



Policy on Material Subsidiaries: The Company has adopted a Policy on Material Subsidiaries and the same is displayed on the Company's website at the weblink: http://www.rallis.co.in/Material_SubsubsidiariesPolicy.htm



Statutory Compliance, Penalties and Strictures: The Company is in compliance with the requirements of the Stock Exchanges, SEBI and Statutory Authorities on all matters related to the capital markets. No penalty or strictures were imposed on the Company by these authorities during the last three years.

CEO/CFO Certification: The Managing Director & CEO and the Chief Financial Officer have certified to the Board in accordance with Regulation 17(8) read with Part B of Schedule II to the Listing Regulations pertaining to CEO/ CFO certification for the financial year ended 31st March, 2019.

Whistleblower Policy and Vigil Mechanism: The Company has adopted a Whistleblower Policy, to provide a formal vigil mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee. During the year under review, the Company amended the Whistleblower Policy to provide a clause wherein all employees of the Company are eligible to report any instance of leak of Unpublished Price Sensitive Information. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. The policy is available on the website of the company at <http://www.rallis.co.in/WBPolicy.htm>.



Code of Conduct for Prevention of Insider Trading: The Company has adopted the Tata Code of Conduct for Prevention of Insider Trading under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('Code'). The Code lays down guidelines for procedures to be followed and disclosures to be made by insiders while trading in the securities of the Company.

Mr. Ashish Mehta, Chief Financial Officer ('CFO') is the Compliance Officer for ensuring compliance



with and for the effective implementation of the Regulations and the Code across the Company.

The Company has also adopted a Code of Corporate Disclosure Practices for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information ('UPSI') by the Company to enable the investor community to take informed investment decisions with regard to the Company's shares. The CFO has been designated as the Chief Investor Relations Officer to ensure timely, adequate, uniform and universal dissemination of information and disclosure of UPSI.

During the year under review, both the above Codes were amended to align them with the amendments to SEBI (Prohibition of Insider Trading) Regulations, 2015. As per the revised Code, the Company has also adopted Policy on Enquiry in case of leak or suspected leak of UPSI and Policy for Determination of Legitimate Purposes. The Code of Corporate Disclosure Practices along with the Policy for Determination of Legitimate Purposes is also available on the website of the Company at <http://www.rallis.co.in/CCDC.htm>.



Accounting treatment in preparation of Financial Statements: The Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Act.

Details of utilisation of funds: The Company has not raised any funds through preferential allotment or qualified institutions placement.

Confirmation by the Board of Directors regarding acceptance of recommendation of all Committees: In terms of the amendments made to the Listing Regulations, the Board of Directors confirm that during the year, it has accepted all recommendations received from all its Committees.

Fees paid to Statutory Auditor: A total fee of ₹ 1.13 crores was paid by the Company and its subsidiaries, on a consolidated basis, for all services to B S R & Co. LLP, Statutory Auditors and all entities in the network firm/network entity of which they are part.

Prevention, prohibition and redressal of sexual harassment at workplace: Status of complaints in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 for the FY 2018-19 is as follows:

Number of complaints filed during the financial year	: 1
Number of complaints disposed of during the financial year	: 1
Number of complaints pending as on end of the financial year	: 0

Compliance with mandatory and non-mandatory requirements of Listing Regulations: The Company has complied with all mandatory and non-mandatory requirements of the Listing Regulations relating to Corporate Governance and also complied with Clauses (b) to (i) of Regulation 46 (2) relating to dissemination of information on the website of the Company. The status of compliance with the non-mandatory requirements listed in Part E of Schedule II of the Listing Regulations is as under:

- The Non-Executive Chairman maintains a separate office for which the Company is not required to reimburse expenses.
- Half yearly financial performance of the Company is sent to all shareholders.
- The financial statements of the Company are with unmodified audit opinion.
- The Chairman of the Board is a Non-Executive Director and his position is separate from that of the Managing Director & CEO.
- The Internal Auditor reports to the Audit Committee.

12. MEANS OF COMMUNICATION

- The quarterly and the half yearly results published in the format prescribed by the Listing Regulations read with the Circular issued thereunder are approved and taken on record by the Board of Directors of the Company within one month of the close of the relevant quarter/half year. The approved results are forthwith uploaded on the designated portals of the Stock Exchanges where the Company's shares are listed viz., NSE Electronic Application Processing System (NEAPS) of the National Stock Exchange of India Limited (NSE) and BSE Online Portal of BSE Limited (BSE). The results are also published within 48 hours in Hindu

Business Line (in English) and Mumbai Lakshadweep (in Marathi) and also displayed on the Company's website www.rallis.co.in.

- ii) The Company publishes the audited annual results within the stipulated period of sixty days from the close of the financial year as required by the Listing Regulations. The annual audited results are also uploaded on NEAPS and BSE Online Portal of NSE and BSE respectively, published in the newspapers and displayed on the Company's website.
- iii) The Company periodically meets or has conference calls with institutional investors and analysts. Official news releases and presentations made to institutional investors and analysts are uploaded on NEAPS and BSE Online Portal of NSE and BSE respectively and posted on the Company's website.
- iv) Comprehensive information about the Company, its business and operations and press releases can be viewed on the Company's website. The "Investor Relations" section on the website gives information relating to financial results, annual reports, shareholding pattern and presentations made to analysts and at the AGM. Information about unclaimed dividends and details of Equity Shares required to be transferred to the IEPF Demat account are also available in this section.

Members also have the facility of raising their queries/complaints through the Shareholder Query Form available under "Investor Information" in the "Investor Relations" section of the website.
- v) The quarterly Shareholding Pattern and Corporate Governance Report of the Company are filed with NSE through NEAPS and with BSE through BSE Online Portal. The Shareholding Pattern is also displayed on the Company's website under the "Investor Relations" section.
- vi) Material events or information as detailed in Regulation 30 of the Listing Regulations are disclosed to the Stock Exchanges by filing them with NSE through NEAPS and with BSE through BSE Online Portal. They are also displayed on the Company's website under the "Investor Relations" section.
- vii) The Company sends an annual reminder to shareholders who have not claimed their dividends. Reminder letters are also sent to those shareholder whose Unclaimed Dividend/Share are liable to be

transferred to the IEPF accounts. Circulars are also sent periodically to shareholders urging them to opt for the electronic mode for receiving dividends.

- viii) The Company has uploaded the names of the members and the details of the unclaimed dividend by the members on its website. The members can log in and find out whether their dividend for any of the years is outstanding.
- ix) Letters and Reminders to Shareholders
 - Updation of PAN and Bank details:

Pursuant to circular issued by SEBI on 20th April, 2018, the Company had sent letters and reminders to shareholders holding shares in physical form for updation of PAN and Bank account details with the Company/its RTA.
 - Dematerialisation of shares:

The Securities and Exchange Board of India also issued Circulars during the year thereby mandating transfer of securities only in electronic form effective 1st April, 2019.

Pursuant thereto, the Company sent letters and reminders to those shareholders holding shares in physical form advising them to dematerialise their holding.
- x) Management Discussion and Analysis Report forms a part of the Annual Report.

13. GENERAL SHAREHOLDER INFORMATION

The Company is registered with the Registrar of Companies, Maharashtra, Mumbai. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L36992MH1948PLC014083.

Annual General Meeting date, time and venue:

Friday, 28th June, 2019 at 3.00 pm at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai - 400 020.

Financial Calendar : April to March

Date of book closure : 21st June, 2019 to 28th June, 2019 (both days inclusive)

Dividend payment date : on or after 2nd July, 2019



Listing on Stock Exchanges

: The Company's Equity Shares are listed on the following Stock Exchanges:

BSE
Phiroze Jeejeebhoy Towers
Dalal Street Mumbai - 400 051
NSE
Exchange Plaza, Plot No. C/1,
G Block, Bandra-Kurla Complex
Bandra (E) Mumbai - 400 001

The Company has paid the listing fees to these Stock Exchanges for the FY 2018-19 and FY 2019-20.

Stock Code on BSE : 500355
Stock Code on NSE : RALLIS EQ
Demat International : INE613A01020
Security Identification
Number (ISIN) in NSDL
and CDSL for Equity Shares

Market Information:

Market price data: High/low, number, value of shares traded and numbers of trades during each month of FY 2018-19:

Month	BSE					NSE				
	High (₹)	Low (₹)	No. of Shares Traded	Value of Shares Traded (₹ Lakhs)	No. of Trades	High (₹)	Low (₹)	No. of Shares Traded	Value of Shares Traded (₹ Lakhs)	No. of Trades
April 2018	248.70	218.35	5,23,554	1,219.95	11,259	248.70	218.00	56,66,910	13,220.74	1,14,049
May 2018	226.50	201.40	5,11,777	1,097.21	7,370	226.50	201.75	41,75,988	8,933.24	68,740
June 2018	217.65	181.00	6,13,074	1,233.30	7,522	217.70	186.50	48,08,042	9,709.02	65,161
July 2018	202.65	182.75	5,89,847	1,124.67	11,754	202.85	183.00	66,10,431	12,572.73	1,09,458
August 2018	214.40	189.45	6,25,674	1,267.39	10,367	214.50	189.20	57,17,120	11,575.22	83,000
September 2018	210.70	176.45	3,67,887	727.18	9,169	210.85	176.50	31,21,404	6,149.65	58,960
October 2018	199.00	165.50	2,95,706	529.71	8,079	194.50	165.05	39,28,103	6,989.16	73,846
November 2018	176.40	160.10	4,24,714	712.93	9,096	176.95	159.80	42,83,117	7,163.15	76,317
December 2018	182.20	159.55	8,40,511	1,485.13	12,350	182.35	162.30	1,11,15,124	19,016.30	1,28,915
January 2019	182.00	157.10	11,57,497	1,952.23	16,565	182.00	156.80	77,42,402	12,952.02	1,19,891
February 2019	164.10	148.00	5,45,770	858.69	7,793	164.80	147.60	43,27,362	6,694.01	47,908
March 2019	167.35	146.50	12,04,674	1,948.60	9,559	167.70	145.70	49,47,745	7,955.89	65,865

The market share price data in comparison to broad-based indices like BSE Sensex and Nifty in FY 2018-19 are given below:

Month	Rallis closing price at BSE	BSE Sensex	Rallis closing price at NSE	NIFTY
April 2018	230.72	34,145.68	230.68	10,472.93
May 2018	213.10	35,079.56	213.12	10,664.45
June 2018	200.10	35,405.14	200.11	10,742.97
July 2018	188.70	36,406.38	188.69	10,991.16
August 2018	200.00	38,061.53	200.10	11,498.44
September 2018	195.57	37,397.50	195.73	11,297.06
October 2018	178.90	34,518.84	178.86	10,383.81
November 2018	167.83	35,298.95	167.66	10,621.79
December 2018	172.27	35,868.71	172.03	10,778.44
January 2019	168.26	36,053.00	168.10	10,809.46
February 2019	154.39	36,138.34	154.40	10,833.84
March 2019	160.67	37,634.96	160.54	11,317.24

Registrars and Share Transfer Agents:

Members may correspond with the Company's Registrars and Share Transfer Agents, TSR Darashaw Limited (TSRDL), quoting their folio numbers/ DP ID and Client ID at the following addresses:

TSR DARASHAW LIMITED

6-10 Haji Moosa Patrawala Industrial Estate,
20 Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011.
Tel. No.: 91 22 6656 8484 | Fax No.: 91 22 6656 8494
E-mail: csg-unit@tsrdarashaw.com
Website: www.tsrdarashaw.com
Business Hours: 10.00 a.m. to 3.30 p.m. (Monday to Friday)

Branches of TSRDL:

For the convenience of shareholders based in the following cities, transfer documents and letters will also be accepted at the following Branch Offices/ agencies of TSRDL:

TSR Darashaw Limited,
503, Barton Centre, (5th Floor),
84, Mahatma Gandhi Road,
Bengaluru - 560 001.
Tel.: 91 80 2532 0321 | Fax: 91 80 2558 0019
Email: tsrdlbg@tsrdarashaw.com

TSR Darashaw Limited,
Tata Centre, 1st Floor,
43, J. L. Nehru Road,
Kolkata - 700 071.
Tel.: 91 33 2288 3087 | Fax: 91 33 2288 3062
Email: tsrdlcal@tsrdarashaw.com

TSR Darashaw Limited,
2/42, Ansari Road,
1st Floor, Daryaganj, Sant Vihar,
New Delhi - 110 002.
Tel.: 91 11 2327 1805 | Fax: 91 11 2327 1802
Email: tsrdldel@tsrdarashaw.com

TSR Darashaw Limited,
"E" Road, Northern Town, Bistupur,
Jamshedpur - 831 001.
Tel.: 91 657 242 6616 | Fax: 91 657 242 6937
Email: tsrdljsr@tsrdarashaw.com

Agent of TSRDL:

Shah Consultancy Services Limited,
3, Sumatinath Complex, 2nd Dhal,
Pritam Nagar, Ellisbridge,
Ahmedabad - 380 006.
Telefax: 91 79 2657 6038
Email: shahconsultancy8154@gmail.com

Share Transfer System:

The transfers are normally processed within 10-12 days from the date of receipt, if the documents are complete in all respects. The Company Secretary has been empowered to approve the transfer of shares.

Effective 1st April, 2019, SEBI has amended Regulation 40 of the Listing Regulations, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form.

According to SEBI, this amendment will bring the following benefits:

- It shall curb fraud and manipulation risk in physical transfer of securities by unscrupulous entities.
- Transfer of securities only in demat form will improve ease, convenience and safety of transactions for investors.

Secretarial Audit and other certificates:

- Parikh & Associates, Practicing Company Secretaries have conducted the Secretarial Audit of the Company for FY 2018-19. Their Audit Report confirms that the



Company has complied with its Memorandum and Articles of Association, the applicable provisions of the Act and the Rules made thereunder, Listing Regulations, applicable SEBI Regulations and other laws applicable to the Company. The Secretarial Audit Report forms part of the Board's Report.

- Pursuant to Regulation 40 (9) of the Listing Regulations, certificates have been issued on a half-yearly basis, by a Company Secretary in practice, certifying due compliance of share transfer formalities by the Company.
- A Company Secretary in practice carries out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).
- In accordance with the SEBI Circular dated 8th February, 2019, the Company has obtained an Annual Secretarial Compliance Report from Ms. Jigyasa N. Ved of M/s. Parikh & Associates, Practicing Company Secretary confirming compliances with all applicable SEBI Regulations, Circulars and Guidelines for the year ended 31st March, 2019.
- Ms. Jigyasa N. Ved of M/s. Parikh & Associates, Practicing Company Secretary has issued a certificate confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority.

Distribution of shareholding as on 31st March, 2019:

Holding of Nominal Value: ₹ 1

Sr. No.	Range	Holding	Amount (₹)	% to Capital	No. of Holders	% to Total Holders
1	1 to 500	62,47,260	62,47,260	3.21	56,932	88.18
2	501 to 1000	30,34,416	30,34,416	1.56	3,839	5.95
3	1001 to 2000	27,48,341	27,48,341	1.41	1,825	2.83
4	2001 to 3000	17,69,899	17,69,899	0.91	676	1.05
5	3001 to 4000	10,06,480	10,06,480	0.52	277	0.43
6	4001 to 5000	11,21,944	11,21,944	0.58	239	0.37
7	5001 to 10000	29,59,458	29,59,458	1.52	407	0.63
8	Greater than 10000	17,55,81,092	17,55,81,092	90.29	364	0.56
	Total	19,44,68,890	19,44,68,890	100.00	64,559	100.00

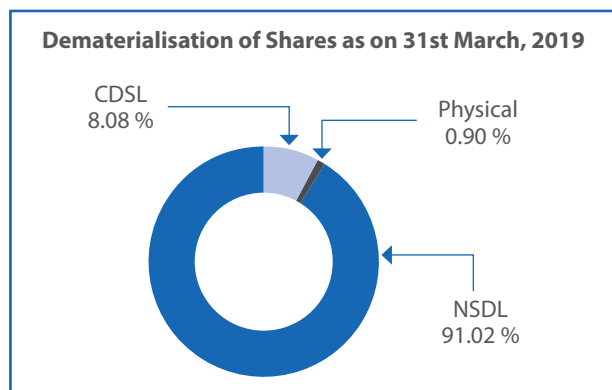
Shareholding pattern as on 31st March, 2019:

Sr. No.	Category of Shareholders	Total Holding	Percentage
1	Tata Companies	9,74,16,610	50.09
2	Government/Other Public Financial Institutions and Insurance Companies	1,17,14,783	6.02
3	Foreign Institutional Investors and Foreign Companies	77,75,464	4.00
4	Mutual Funds and Nationalized Banks	2,63,75,583	13.56
5	Alternative Investment Funds	4,78,728	0.25
6	Foreign Banks and Other Banks	2,89,697	0.15
7	Other Bodies Corporate and Trusts	68,45,917	3.52
8	Non Resident Individuals	20,13,732	1.04
9	Individuals	4,08,28,696	20.99
10	IEPF Suspense Account	7,29,680	0.38
	Total	19,44,68,890	100.00

Dematerialisation of shares and liquidity:

The Company's shares are compulsorily traded in dematerialised form and are available for trading on both the Depositories, viz. NSDL and CDSL.

Percentage of shares held in physical and dematerialised form as on 31st March, 2019:



The Company's shares are regularly traded on BSE and NSE.

Outstanding ADRs/ GDRs/ Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company does not have any outstanding ADRs/ GDRs/ Warrants or any convertible instruments.

Commodity price risk or foreign exchange risk and hedging activities:

Commodity price risk and hedging activities: The Company purchases a variety of commodities related to raw materials and finished products and the associated commodity price risks is managed through commercial negotiation with customers and suppliers. The Company does not have any exposure hedged through Commodity derivatives.

Foreign exchange risk and hedging activities: During the year, the Company has managed foreign exchange risk and hedged to the extent considered necessary. Net open exposures are reviewed regularly and covered through forward contracts. The details of foreign currency exposure are disclosed in Note No. 38 to the Standalone Financial Statements.

Credit Rating:

CRISIL has given the credit rating of CRISIL AA+/ STABLE for long term and CRISIL A1+ for short term financial instruments of the Company.

Plant locations:

- (i) GIDC Estate, Plot No. 3301, Ankleshwar - 393 002, Dist. Bharuch, Gujarat.
- (ii) GIDC Estate, Plot No. 2808, Ankleshwar - 393 002, Dist. Bharuch, Gujarat.
- (iii) GIDC Estate, Plot No. 3000, Ankleshwar - 393 002, Dist. Bharuch, Gujarat.
- (iv) C 5/6, MIDC Industrial Area, Phase III, Shivani, Akola - 444 104, Maharashtra.
- (v) Plot No.D-26, Lote Parashuram, MIDC, Near Hotel Vakratunda, Taluka Khed, Dist. Ratnagiri - 415 722, Maharashtra.
- (vi) Plot Nos. Z/110 and Z/112, Dahej SEZ Part - II, P.O. Lakhigam, Taluka Vagra, Dist. Bharuch 392 130, Gujarat.
- (vii) Plot No. C44, Port Road, Dahej, Dist. Bharuch - 392 130, Gujarat.

Investor correspondence address:

Rallis India Limited
 Secretarial Department
 2nd Floor Sharda Terraces
 Plot No. 65 Sector No. 11
 CBD Belapur
 Navi Mumbai - 400 614

OR

TSR Darashaw Limited
 Unit: Rallis India Limited
 6-10 Haji Moosa Patrawala Industrial Estate,
 20 Dr. E. Moses Road,
 Mahalaxmi,
 Mumbai - 400 011.



To,
The Members of Rallis India Limited

Declaration by the Managing Director & CEO

I, Sanjiv Lal, Managing Director & CEO of Rallis India Limited hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended 31st March, 2019.

Sanjiv Lal
Managing Director & CEO

Mumbai, 25th April, 2019

Practising Company Secretaries' Certificate on Corporate Governance

TO THE MEMBERS OF RALLIS INDIA LIMITED

We have examined the compliance of the conditions of Corporate Governance by Rallis India Limited ('the Company') for the year ended on 31st March, 2019, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on 31st March, 2019.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Parikh & Associates
Practising Company Secretaries

Jigyasa N. Ved
FCS: 6488 CP: 6018

Mumbai, 25th April, 2019