



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

6th June, 2018

The General Manager
Corporate Relationship Dept.
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

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

Dear Sir,

Sub: Notice of 70th Annual General Meeting

Pursuant to Regulation 30 read with Schedule III Part A Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 70th Annual General Meeting of the Company to be held on 2nd July, 2018. The Notice is also displayed on the website of the Company.

Thanking you,

Yours faithfully,
RALLIS INDIA LIMITED

(P. S. MEHERHOMJI)

Encl: as above

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

A TATA Enterprise



RALLIS INDIA LIMITED

NOTICE OF MEETING

NOTICE is hereby given that the 70th Annual General Meeting of Rallis India Limited will be held at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020 on Monday, the 2nd July, 2018 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the Report of the Auditors thereon.
3. To declare dividend for the Financial Year 2017-18 on Equity Shares.
4. To appoint a Director in place of Mr. R. Mukundan (DIN: 00778253) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

5. **Appointment of Mr. John Mulhall (DIN: 08101474) as Director.**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT Mr. John Mulhall (DIN: 08101474), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st April, 2018 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 ('the Act') and Article 116 of the Articles of Association of the Company, but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company, liable to retire by rotation.

6. **Payment of Commission to Non- Whole-time Directors of the Company.**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), as amended from time to time, a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and/or Whole-time Directors), in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each financial year commencing from 1st April, 2018.

7. **Ratification of Cost Auditors' remuneration.**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 5 lakhs plus applicable taxes and out-of-pocket expenses incurred in connection with the audit, payable to D. C. Dave & Co. (Firm Registration No.000611), who are appointed as Cost Auditors of the Company to conduct Cost Audits relating to Insecticides (Liquid, Solid and Technical Grade), Fertilizers, Chemicals (Plastics and Polymers) and Drugs and Pharmaceuticals of the Company for the Financial Year ending 31st March, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

Notes:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the business under Item Nos. 5 to 7 above is annexed hereto. The relevant details of the Directors seeking

re-appointment/ appointment under Item Nos. 4 and 5, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards – 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the Meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization.

Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. If a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. A route map giving directions to reach the venue of the 70th Annual General Meeting is given at the end of the Notice.

4. Process and manner for Members opting to vote through electronic means:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of The Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations, Members are provided with the facility to exercise their right to vote electronically on all resolutions set forth in the Notice of the 70th Annual General Meeting ('AGM'). Members may cast their votes by using the e-voting services provided by National Securities Depository Ltd. ('NSDL'), i.e. facility of casting votes by using an electronic voting system from a place other than the venue of the AGM ('remote e-voting'). Instructions for remote e-voting are as under:

A. In case of Members receiving an email from NSDL (for Members whose email addresses are registered with the Company/ Depository Participants):

- (i) Open the email and open pdf file "Rallis India e-voting.pdf" with your 8 digit Client ID for NSDL Account and last 8 digits of Client ID for CDSL Account or Folio No. for shares held in physical form as password. The pdf file contains your user ID and password/ PIN for remote e-voting. Please note that this password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (iii) Click on "Shareholder – Login".
- (iv) Insert User ID and password as initial password/ PIN noted in step (i) above and a verification code as shown on the screen. Click Login. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step (vii) i.e. Cast your vote electronically.
- (v) You will now reach Password Change Menu, wherein you are required to mandatorily change your password/ PIN with new password of your choice, comprising of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). On first login, the system will prompt you to change your password and update your contact details like mobile number, email address, etc. in the user profile details of the folio, which may be used for sending future communications. You will also need to enter a secret question and answer of your choice to retrieve your password in case you forget it. Note your new password. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (vi) You need to login again with the new credentials. Home page of e-voting will open. Click on "e-voting: Active Voting Cycles".
- (vii) Select the "EVEN" (Electronic Voting Event Number) of Rallis India Limited. Now you are ready for e-voting as Cast Vote page opens.



- (viii) On the voting page, you may cast your vote by selecting an appropriate option “For” or “Against” and click “**SUBMIT**”. A confirmation box will be displayed. Click “**OK**” to confirm or “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote. Upon confirmation, the message “Vote Cast Successfully” will be displayed.
- (ix) You can similarly vote in respect of all other resolutions forming part of the Notice of the AGM. During the voting period, Members can login any number of times till they have voted on all the Resolutions.
- (x) If you wish to log out after voting on a few resolutions and continue voting for the balance resolutions later, you may click on “**RESET**” for those resolutions for which you have not yet cast the vote.
- (xi) Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at the email address: navnitlb@nlba.in with a copy marked to evoting@nsdl.co.in.
- B. In case of Members whose email addresses are not registered with the Company/ Depository Participants, their User ID and initial password/ PIN is provided on the Attendance Slip sent with the AGM Notice.
- Please follow all steps from Sr. No. (ii) to (xi) as mentioned in A above, to cast your vote.
- C. Members who are already registered with NSDL for remote e-voting can use their existing User ID and password/ PIN for casting their votes.
- Shareholders who forgot the User Details/ Password can use “Forgot User Details/ Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com. In case of Shareholders holding shares in demat mode, User ID is the combination of DP ID + Client ID. In case of Shareholders holding shares in physical mode, User ID is the combination of Even No. + Folio No.
- D. Members holding shares in either physical or dematerialized form as on the Cut-Off Date of 25th June, 2018, may cast their votes electronically. The e-voting period for the Members who hold shares as on the cut-off date commences on **Thursday, 28th June, 2018 (9.00 am)** and ends on **Sunday, 1st July, 2018 (5.00 pm)**. The e-voting module shall be disabled by NSDL for voting thereafter.
- E. In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of <https://www.evoting.nsdl.com> or call on toll free No.:1800 222 990. Any query or grievance connected with the remote e-voting may be addressed to the Company Secretary, Mrs. P. S. Meherhomji at 2nd Floor, Sharda Terraces, Plot No. 65, Sector 11, CBD Belapur, Navi Mumbai 400 614, Tel: +91 22 6776 1657, Fax: +91 22 6776 1775, Email: pmehermomji@rallis.co.in
5. **General instructions/ information for Members for voting on the Resolutions:**
- (a) Facility of voting through Poll paper shall be made available at the AGM. Members attending the AGM, who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.
- (b) Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to vote again at the AGM.
- (c) A Member can vote either by remote e-voting or at the AGM. If a Member votes by both the modes, then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
- (d) The voting rights of the shareholders (for voting through remote e-voting or by Poll paper at the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on **25th June, 2018 (‘Cut-Off Date’)**. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by

- the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or of voting at the AGM.
- (e) Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. 25th June, 2018, may obtain the login Id and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com.
- (f) Mr. N. L. Bhatia (Membership No. FCS 1176/ CP No. 422) or failing him, Mr. Bhaskar Upadhyay (Membership No. FCS 8663/ CP No. 9625) of N L Bhatia & Associates, Practicing Company Secretaries have been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process as well as voting through Poll paper at the AGM, in a fair and transparent manner.
- (g) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, and thereafter unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company.
- (h) The Scrutinizer will collate the votes cast at the AGM and votes downloaded from the e-voting system and make, not later than twenty four hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- (i) The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.rallis.co.in and on the website of NSDL immediately after their declaration, and communicated to the Stock Exchanges where the Company's shares are listed, viz. BSE Ltd. and National Stock Exchange of India Ltd.
- (j) Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM, i.e. Monday, 2nd July, 2018.
6. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members/ Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Annual General Meeting, along with their copy of the Annual Report. Copies of the Annual Report will not be distributed at the Meeting.
9. **Book Closure and Dividend:**
- (a) **The Register of Members and the Share Transfer Books of the Company will be closed from Thursday, 21st June, 2018 to Monday, 2nd July, 2018 (both days inclusive).**
- (b) If dividend on Equity Shares, as recommended by the Board, is approved at the AGM, it will be paid on 6th July, 2018 as under:
- (i) To all Beneficial Owners in respect of shares held in electronic form, as per details furnished by the Depositories for this purpose as on the beginning of 21st June, 2018.
- (ii) To all Members in respect of shares held in physical form, whose names are on the Company's Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company as of the close of business hours on 20th June, 2018.
10. **Payment of dividend through electronic means:**
- (a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in their bank



accounts through electronic means. The facility is available at all bank branches which have registered themselves as participating banks with National Payment Corporation of India and have joined the Core Banking System. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Share Registrars and Transfer Agents, TSR Darashaw Ltd. ('TSRD'). Members holding shares in electronic form are requested to provide the details to their respective Depository Participant.

(b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

11. Members holding shares in physical form are requested to advise any change of address immediately to TSRDL. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or TSRDL.

12. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company or TSRDL for assistance in this regard.

13. **Nomination Facility:**

As per the provisions of Section 72 of the Act, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Both Forms can be downloaded from TSRDL's website

www.tsrdarashaw.com or from the Company's website www.rallis.co.in under the "Investor Relations" section. Members holding shares in physical form are requested to submit the forms to TSRDL. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

14. **Unclaimed Dividends:**

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

Members are hereby informed that under the Act, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ('the Fund') established by the Central Government.

Members are also requested to note that, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) ('IEPF Rules'), the Company is also obliged to transfer all shares on which dividend has not been paid or claimed for seven consecutive years or more to the Demat Account of the IEPF Authority notified by the Ministry of Corporate Affairs ('IEPF Demat Account').

As per the above provisions, all unclaimed dividend up to the financial year ended 31st March, 2010 has been transferred by the Company to the Fund. Shares in respect of which dividend remained unclaimed for seven consecutive years or more have also been transferred to the IEPF Demat Account.

Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2011 and for any subsequent financial year, are requested to make their claims to the Company without any delay, to avoid transfer of their dividend/shares to the Fund/ IEPF Demat Account.

It may be noted that unclaimed dividend for the financial year 2010-11 declared on 30th June, 2011, can be claimed by the Members by 31st July, 2018. Unclaimed Interim Dividend declared on 19th October, 2011, can be claimed by the Members by 19th November, 2018.

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

(b) Details of Unclaimed Dividend on Website:

In order to help Members to ascertain the status of unclaimed dividends, the Company has uploaded the information in respect of unclaimed dividends for the financial year ended 31st March, 2011 and subsequent years on the website of Investor Education and Protection Fund, www.iepf.gov.in and under "Investor Relations" Section on the website of the Company, www.rallis.co.in.

15. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or TSRDL.

16. Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/ Share Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or TSRDL. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

17. Electronic copy of the Annual Report for 2017-18 is being sent to all Members whose email addresses are registered with the Company/ Depository Participants for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report for 2017-18 are being sent in the permitted mode.

18. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with TSRDL/ their Depository Participants, in respect of shares held in physical/ electronic mode respectively.

By Order of the Board of Directors

P. S. MEHERHOMJI
Company Secretary

Dated: 17th May, 2018

Registered Office:

Rallis India Limited
156/157 15th Floor
Nariman Bhavan
227 Nariman Point
Mumbai 400 021

CIN: L36992MH1948PLC014083

Tel. No.: 91 22 6665 2700

Fax No.: 91 22 6665 2827

E-mail address: investor_relations@rallis.co.in

Website: www.rallis.co.in



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 7 of the accompanying Notice dated 17th May, 2018.

Item No. 5:

Mr. John Mulhall (DIN: 08101474) was appointed Additional Director of the Company, liable to retire by rotation, by the Board of Directors, with effect from 1st April, 2018. Pursuant to Section 161 of the Act and Article 116 of the Articles of Association of the Company, Mr. Mulhall holds office as Director up to the date of the forthcoming Annual General Meeting of the Company and is eligible for appointment as a Director. Notice under Section 160 of the Act has been received from a Member indicating her intention to propose Mr. Mulhall for the office of Director at the forthcoming AGM.

Mr. John Mulhall is a graduate from the University of Strathclyde and a member of the Institute of Chartered Accountants of Scotland.

Mr. Mulhall currently serves as the Chief Financial Officer of Tata Chemicals Ltd. He joined Tata Chemicals in the year 2007 as European Finance Director of Brunner Mond (UK), a subsidiary of Tata Chemicals Ltd., followed by positions in Tata Chemicals North America Inc., (VP and CFO) and Tata Chemicals International Pte in Singapore (CFO).

Prior to Tata Chemicals, Mr. Mulhall worked in the field of finance for various UK manufacturing companies.

The Board considers it desirable to continue to receive the benefit of Mr. John Mulhall's advice and guidance and commends the Resolution as set out in Item No.5 of the Notice for approval by the Members of the Company.

Mr. John Mulhall is interested and concerned in the Resolution mentioned at Item No.5 of the Notice. Other than Mr. Mulhall, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in this Resolution.

Item No. 6:

The Members of the Company at their 65th Annual General Meeting held on 24th June, 2013 had approved the payment of remuneration by way of Commission to the non- whole-time Directors of the Company not exceeding one percent

per annum of the net profits of the Company computed in the manner referred to under Sections 198, 349 and 350 of the erstwhile Companies Act, 1956, for each year for a period of five financial years commencing from 1st April, 2013.

Since pursuant to Section 309(7) of the erstwhile Companies Act, 1956, the said resolution was valid up to 31st March, 2018, it is proposed to pass an Ordinary Resolution under Section 197 of the Act, enabling the payment of commission to Directors (other than Managing Director and/ or Whole-time Director(s), if any) for each financial year commencing from 1st April, 2018.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors, it is proposed that remuneration not exceeding one per cent of the net profits of the Company, calculated in accordance with Section 198 of the Act, be continued to be paid and distributed amongst the Non-Executive Directors of the Company in accordance with the recommendations of the Nomination and Remuneration Committee of the Board and approval by the Board of Directors of the Company, for each financial year commencing from 1st April, 2018.

The payment of commission would be in addition to the sitting fees payable for attending the Meetings of the Board and Committees thereof.

All the Directors of the Company except Mr. V. Shankar are concerned or interested in the Resolution mentioned at Item No.6 of the accompanying Notice to the extent of commission that may be received by them. None of the Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested in the Resolution at Item No.6 of the Notice.

Item No. 7:

Pursuant to Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 ('the Rules'), as amended from time to time, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of D.C. Dave & Co. (Firm Registration No.000611) as the Cost Auditors of the Company to conduct Cost Audits relating to Insecticides (Liquid, Solid and Technical Grade), Fertilizers, Chemicals

(Plastics and Polymers) and Drugs & Pharmaceuticals of the Company for the year ending 31st March, 2019, at a remuneration of ₹ 5 lakhs plus applicable taxes and out-of-pocket expenses.

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

In accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the

Cost Auditors has to be ratified by the Shareholders of the Company.

The Board commends the remuneration of ₹ 5 lakhs plus applicable taxes and out-of-pocket expenses to D. C. Dave & Co. as the Cost Auditors and the approval of the Shareholders is sought for the same by an Ordinary Resolution

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No.7 of the Notice.

By Order of the Board of Directors

P. S. MEHERHOMJI
Company Secretary

Dated: 17th May, 2018

Registered Office:

Rallis India Limited
156/157 15th Floor
Nariman Bhavan
227 Nariman Point
Mumbai 400 021

CIN: L36992MH1948PLC014083

Tel. No.: 91 22 6665 2700

Fax No.: 91 22 6665 2827

E-mail address: investor_relations@rallis.co.in

Website: www.rallis.co.in



Details of Directors seeking appointment/ re-appointment at the AGM

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

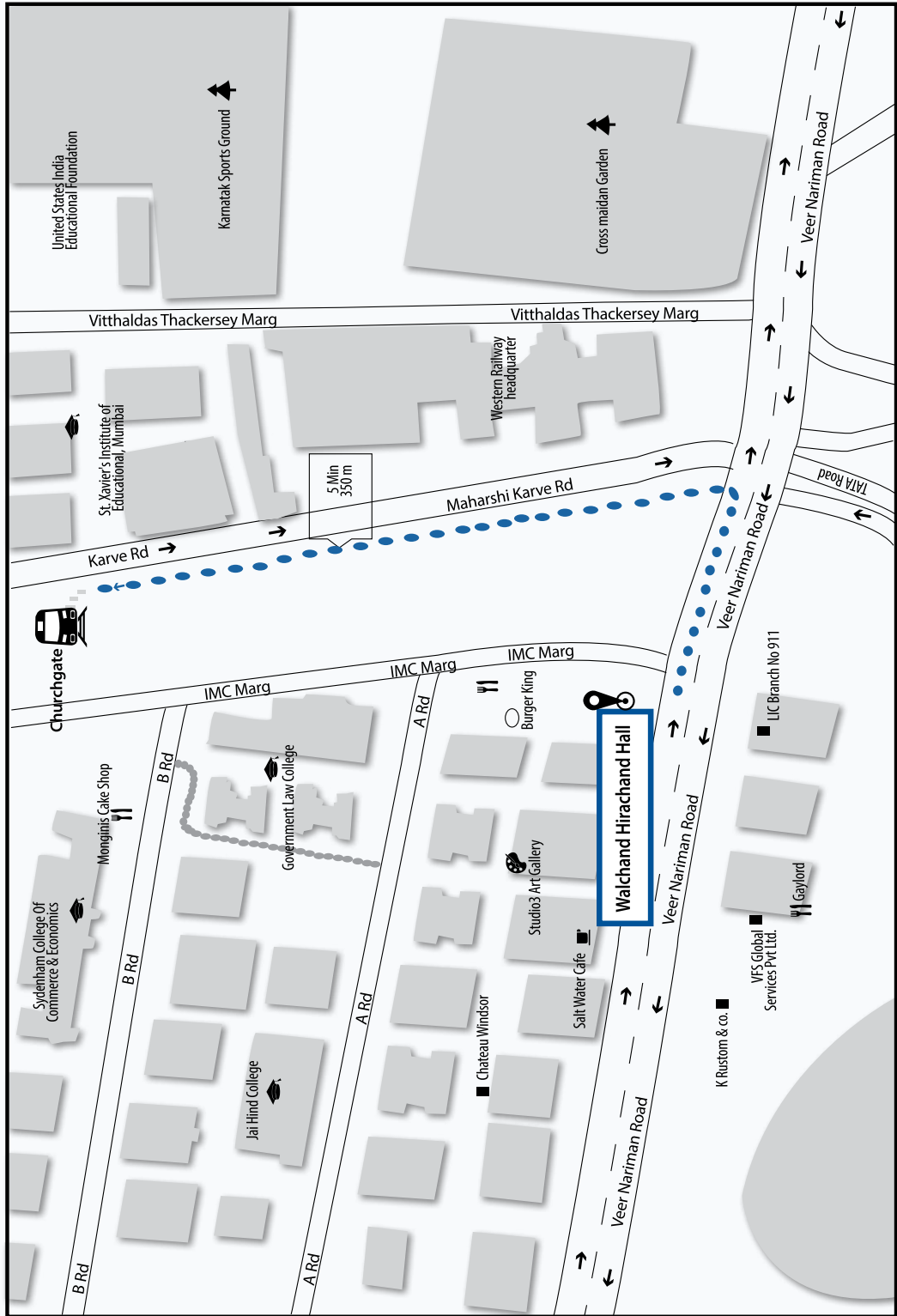
Name of Director	Mr. R. Mukundan	Mr. John Mulhall
Director Identification Number (DIN)	00778253	08101474
Date of Birth/ Age	19.09.1966/ 51	18.03.1968/ 50
Date of first appointment	03.12.2009	01.04.2018
Qualifications	BE (Electrical Engineering) from IIT, Roorkee and MBA from FMS, Delhi University. Also attended the Advanced Management Programme at Harvard Business School in 2008.	Graduate from the University of Strathclyde and a member of the Institute of Chartered Accountants of Scotland.
Expertise in specific functional areas	Mr. Mukundan has wide experience in the field of Strategy & Business Development, Corporate Quality & Business Excellence, Corporate Planning and Manufacturing. He was Executive Vice President of the Global Chemicals Business and Consumer Products in Tata Chemicals Ltd. from 2007 and is currently its Managing Director.	Mr. Mulhall has vast experience in the field of Finance. He joined Tata Chemicals in 2007 and held various positions including European Finance Director of Brunner Mond (UK), Vice President and Chief Financial Officer ('CFO') of Tata Chemicals North America Inc. and CFO of Tata Chemicals International Pte in Singapore. Currently he is the CFO of Tata Chemicals Ltd.
Terms and conditions of appointment/ re-appointment	Appointed as Non-Executive Director liable to retire by rotation	Appointed as Non-Executive Director liable to retire by rotation
Details of remuneration last drawn (2017-18)	NIL	NA
No. of Board Meetings attended during the year	7	NA
Relationships between Directors inter-se	None	None
No. of shares held in the Company:		
(a) Own	NIL	NIL
(b) For other persons on a beneficial basis	NIL	NIL
List of Companies in which Directorship held as on 31.03.2018 (excluding foreign, private and Section 8 Companies)	<ol style="list-style-type: none"> 1. Rallis India Ltd. * 2. Tata Chemicals Ltd. (Managing Director)* 3. Tata International Ltd. 4. Metahelix Life Sciences Ltd. 	<ol style="list-style-type: none"> 1. Rallis India Ltd. *
Chairperson/ Member of the Mandatory Committees of the Board of the Companies on which he/ she is a Director as on 31.03.2018	<ol style="list-style-type: none"> 1. Tata Chemicals Ltd. – Stakeholders Relationship Committee 	NIL

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

ROUTE MAP to the Venue of the 70th Annual General Meeting

Venue: Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020.

Landmark: Next to Churchgate Station



RALLIS INDIA LIMITED
Corporate Identity No. L36992MH1948PLC014083

REGISTERED OFFICE 156/157 15TH FLOOR NARIMAN BHAVAN 227 NARIMAN POINT MUMBAI 400 021
Tel. No.: 91 22 6665 2700 Fax No.: 91 22 6665 2827 E-mail address: investor_relations@rallis.co.in Website: www.rallis.co.in

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :	
Registered Address :	
E-mail Id :	
Folio No./ DP ID-Client ID No. :	

I/ We, being the Member(s) of the above named Company, holding _____ shares, hereby appoint:

- (1) Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him/ her;
- (2) Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him/ her;
- (3) Name: _____ Address: _____
E-mail Id: _____ Signature: _____

as my/ our Proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the SEVENTIETH ANNUAL GENERAL MEETING of the Company, to be held on Monday, the 2nd July, 2018 at 3.00 p.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020 and at any adjournment thereof in respect of the following resolutions:

*I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolution	For	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements, Board's and Auditors' Reports for the Financial Year ended 31st March, 2018		
2.	Adoption of Audited Consolidated Financial Statements and Auditors' Report for the Financial Year ended 31st March, 2018		
3.	Declaration of dividend for the year 2017-18 on Equity Shares		
4.	Re-appointment of Mr. R. Mukundan, who retires by rotation		
Special Business			
5.	Appointment of Mr. John Mulhall as Director		
6.	Payment of Commission to Non- Whole-time Directors of the Company		
7.	Ratification of Cost Auditors' remuneration		

Signed this _____ day of _____ 2018

Signature of Shareholder: _____

Signature of Proxy holder _____



NOTES:

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, at 156/157 15th Floor Nariman Bhavan 227 Nariman Point Mumbai 400 021, not less than FORTY-EIGHT (48) HOURS before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
- *3. This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.
4. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the SEVENTIETH ANNUAL GENERAL MEETING of the Company.



RALLIS INDIA LIMITED

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ATTENDANCE SLIP

70TH ANNUAL GENERAL MEETING ON MONDAY, 2ND JULY, 2018 AT 3.00 P.M.
at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg,
Churchgate, Mumbai 400 020

I/ We hereby record my/ our presence at the SEVENTIETH ANNUAL GENERAL MEETING of the Company at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020, on Monday, the 2nd July, 2018 at 3.00 p.m.

.....
Member's Folio/ DP ID-Client ID No.

.....
Member's/ Proxy's name in Block Letters

.....
Member's/ Proxy's Signature

NOTES:

1. Only Member/ Proxyholder can attend the Meeting.
2. Please complete the Folio/ DP ID-Client ID No. and name of the Member/ Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
3. Shareholder/ Proxyholder desiring to attend the Meeting should bring his/ her copy of the Annual Report for reference at the Meeting.

Particulars for voting through Electronic means

For Members opting to vote through electronic means, instead of voting at the Annual General Meeting, facility is available at the web link: <https://www.evoting.nsdl.com>. Particulars for electronic voting are as under:

EVEN (E-Voting Event Number)	User ID	Password

Note: Please refer to the instructions printed under the Notes of the Notice of the 70th Annual General Meeting. The e-voting period starts from 9.00 am on Thursday, 28th June, 2018 and will end at 5.00 pm on Sunday, 1st July, 2018. The voting module shall be disabled by NSDL for voting thereafter.