

Corporate Governance Report

1. Company's Philosophy on Corporate Governance

Effective corporate governance practices constitute the foundation of sustainable corporate growth, foster stakeholder confidence, and enable the Company to achieve enduring business success. Rallis India Limited ('Rallis'/'the Company') strives to deepen its corporate governance objectives, underscoring its commitment to high standards of transparency, accountability, and ethical conduct. The Company is committed to the principles of accountability, transparency, and fairness throughout all the operations, striving to meet stakeholder expectations comprehensively. It transcends mere compliance with legal frameworks, embodying a commitment to core values, the adoption of best management practices and steadfast adherence to the highest ethical standards in all interactions. This approach aims to achieve the Company's objectives, enhance stakeholder interests and fulfill its societal responsibilities.

The Company adheres to the Tata group's philosophy of building sustainable, community focussed businesses that demonstrate deep respect for the environment. The Corporate Governance framework and philosophy reflect the Company's culture, values, policies and stakeholder relationships, and are consistently upheld throughout the Organisation. It is seamlessly integrated into the Company's growth strategy and will continue to guide its future endeavours.

The Company believes that good corporate governance is pivotal for sustainable corporate growth and long-term value creation for its stakeholders. The Company ensures timely implementation of plans and adequate disclosures whilst evolving the performance objectives and strives to ensure the highest standards of business ethics and integrity.

At Rallis, robust corporate governance practices foster resilient and dynamic capital markets, acting as a crucial safeguard for investors' interests. The Company consistently strives to leverage its resources to seize opportunities, promote its corporate vision and inspire dynamism at all levels.

Being part of the Tata group, renowned for its enduring commitment to sustainability and responsible business practices, the Company is firmly committed to the Tata Code of Conduct ('TCoC') which defines the values, ethics, and business principles that govern the conduct of all Tata companies. The TCoC is available on the Company's website at <https://www.rallis.com/TCOC>.

The Company's corporate governance philosophy is continually strengthened through the adoption of the Code of Conduct for Prevention of Insider Trading, the Code of Corporate Disclosure Practices, the Anti-Bribery and Anti-Corruption Policy, the Anti-Money Laundering Policy, the Business and Human Rights Policy, and the Tata Business Excellence Model, which collectively serve as key enablers in driving excellence and achieving the Company's long-term strategic objectives. The Company has also adopted the governance guidelines on Board effectiveness to fulfill its responsibilities towards its stakeholders. Strong leadership and effective corporate governance practices have been integral to the Company, aligned with the Tata culture and ethos.

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) and (t) of Regulation 46(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as applicable with regard to Corporate Governance.

2. Board of Directors

Composition of the Board

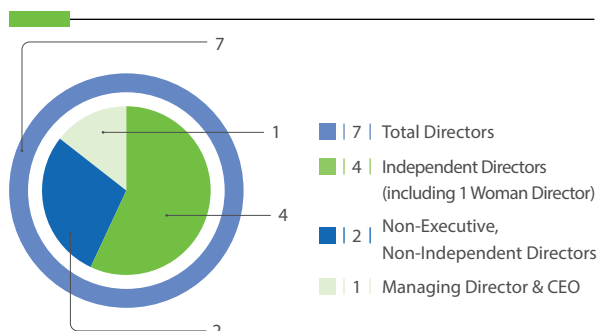
The Board of Directors ('the Board') of the Company, being the highest governance authority within the Management structure of the Company, is at the core of our corporate governance practices. Guided by the Company's strong ethical values and robust Corporate Governance framework, the Board endeavours to act in the best interests of the Company and its stakeholders. The Company has instituted well-defined processes and policies to ensure that the Board remains adequately informed and equipped to effectively discharge its responsibilities and provide strategic direction to the Management, with a focus on long-term stakeholder value creation.

The Board, along with its Committees, fosters sound standards of corporate governance and provides independence, leadership, and guidance to the Management. The Board has a fiduciary duty in ensuring that the rights of all the stakeholders are protected.



The Board composition is in conformity with Regulation 17 of the SEBI Listing Regulations read with Sections 149 and 152 of the Companies Act, 2013 ('the Act')

Board Composition as on March 31, 2026:



None of the Directors are related to one another, and there are no inter se relationships among them.

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations, read with Section 149(6) of the Act, along with the Rules framed thereunder, including any amendments thereto. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors of the Company have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with objective, independent judgement and without any external influence. Based on the declarations received from the Independent Directors, the Board has confirmed that they meet the criteria of independence as mentioned under Section 149 of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and that they are independent of the Management. Further, the Independent Directors have, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs ('IICA') and are compliant with the requirements relating to the online proficiency self-assessment test conducted by IICA, as applicable.

The Board's effectiveness is enhanced by its diversity, encompassing a range of skill sets, gender representation, and the extensive experience of its Directors. The Company currently has an optimum mix of Directors on the Board who possess the requisite qualifications and experience in general corporate management, finance, strategy, operations, and other allied fields, which enable them to contribute effectively to the Company in their capacity as Directors. Detailed profiles of the Directors are available on the Company's website at <https://www.rallis.com/about-us>.

None of the Directors on the Board serves as a Member of more than 10 Committees or as Chairperson of more than 5 Committees. Committees being the Audit Committee and the Stakeholders Relationship Committee, as per Regulation 26(1) of the SEBI 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. Further, none of the Independent Directors serves as a non-independent director of any Company in which any of the Company's Non-Independent Director is an independent director.

None of the Directors hold office in more than ten (10) public companies, as prescribed under Section 165(1) of the Act. No Director holds directorships in more than seven (7) listed companies. Additionally, none of the Non-Executive Directors serves as Independent Director in more than seven (7) listed companies as required under the SEBI Listing Regulations. The Managing Director & CEO does not serve as an Independent Director in any listed company.

During the year under review, eleven (11) Board Meetings were held on the following dates:

- | | |
|-----------------------|-----------------------|
| 1. April 23, 2025 | 7. December 5, 2025 |
| 2. May 21, 2025 | 8. January 20, 2026 |
| 3. July 14, 2025 | 9. February 18, 2026 |
| 4. September 19, 2025 | 10. February 19, 2026 |
| 5. October 16, 2025 | 11. March 26, 2026 |
| 6. November 18, 2025 | |

The gap between any two consecutive Meetings did not exceed 120 days, and the Meetings were conducted in compliance with all applicable laws. The necessary quorum was present for all the Board Meetings.



Category and Attendance of Directors

The table below sets out, as on March 31, 2026, the category and attendance of Directors at Board Meetings held during the financial year under review, the number of directorships/chairpersonships, and committee positions held by them in other public limited companies, and the names of listed entities where they hold directorship, along with the category of such directorship.

Sr. No.	Name of the Director	No. of Board Meetings attended in the year (Total 11 Meetings)	Number of Directorships in other public limited companies*		Number of committee positions held in other public limited companies**		Directorships in other listed entities	
			Chairperson	Member	Chairperson	Member	Name of the listed entity (including debt listed)	Category of Directorship
Non-Executive, Non-Independent Directors								
1.	Mr. S. Padmanabhan (Chairman) (DIN: 00306299)	11	1	1	-	-	Tata Chemicals Limited	NE-NID
2.	Mr. R. Mukundan (DIN: 00778253)	11	-	2	-	1	Tata Chemicals Limited	MD & CEO
Non-Executive, Independent Directors								
3.	Ms. Padmini Khare Kaicker (DIN: 00296388)	11	-	2	2	1	Tata Chemicals Limited Bosch Limited	ID ID
4.	Dr. C. V. Natraj (DIN: 07132764)	11	-	1	-	1	Tata Chemicals Limited	ID
5.	Mr. Narain Duraiswami [#] (DIN: 03310642)	3	Not Applicable					
6.	Mr. Mahesh Kumar Girdhar [§] (DIN: 10270848)	4	-	-	-	-	-	-
7.	Mr. Ashok Hiralal Sharma [®] (DIN: 02766679)	3	-	-	-	-	-	-
Executive Director (MD & CEO)								
8.	Dr. Gyanendra Shukla (DIN: 02922133)	11	-	-	-	-	-	-

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

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

** Represents Chairpersonships/Memberships of Audit and Stakeholders Relationship Committees in all public limited companies as required under Regulation 26(1) (b) of the SEBI Listing Regulations

[#] Ceased to be a Non-Executive, Independent Director with effect from September 18, 2025

[§] Appointed as Non-Executive, Independent Director with effect from December 10, 2025

[®] Appointed as the Non-Executive, Independent Director with effect from February 10, 2026

The Seventy-Seventh (77th) Annual General Meeting ('e-AGM') of the Company for FY 2024-25 was held on June 23, 2025, through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') in accordance with the relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI'). All the Directors of the Company as on that date attended the 77th e-AGM.

Shareholding of Directors as on March 31, 2026

Dr. C. V. Natraj, Independent Director, holds 4,835 Equity Shares (0.002%) of the Company. No other Director holds any shares in the Company. During the year under review, the Company has not issued any convertible instruments.

Board Procedure

To facilitate seamless scheduling and effective decision-making, the annual calendar of Board and Committee Meetings is finalised at the beginning of each year. Meeting agendas, accompanied by detailed background information and relevant documents, are circulated well in advance to all Board and Committee members. This ensures that members are adequately prepared to engage in meaningful discussions and contribute to informed decision-making.

The Company Secretary plays a pivotal role in facilitating the functioning of the Board and its Committees and supports and strengthens the governance framework of the Company by tracking and monitoring the proceedings of meetings. This



includes ensuring that the terms of reference and charters of the Board and its Committees are followed, decisions taken are appropriately recorded in the minutes, and action points arising from meetings are systematically tracked.

The terms of reference and charters of the Board and its Committees are reviewed and updated periodically to align with changes in statutory requirements and evolving governance practices, so as to keep their roles and responsibilities current and effective.

Meeting effectiveness is supported through a structured process involving detailed agendas, circulation of papers well in advance in accordance with statutory timelines, focussed presentations during meetings and regular review of action-taken reports. Depending on the agenda, members of the senior leadership team are invited to attend meetings as invitees, which brings in the requisite accountability and provides valuable inputs to the Board and its Committees.

Agendas and related papers are disseminated through a secure electronic platform, reinforcing confidentiality and reducing paper usage. Video-conferencing facilities are also made available to enable participation where physical presence is not feasible.

At the Board Meetings, the Managing Director & CEO apprises the Board on the overall performance of the Company, operating environment, and key developments to enable the Board to discharge its responsibilities effectively and take informed decisions. The Board, *inter alia*, reviews the strategy, annual business plan, capital expenditure budgets, adoption of quarterly/half-yearly/annual financial results, compliance reports on all laws applicable to the Company, EHS (Environment, Health and Safety) performance, people process matters, corporate restructuring, transactions pertaining to purchase/disposal of property, and minutes of the Meetings of the Committees of the Board. The Chairpersons of all the Committees brief the Board at its Meetings about the significant discussions at each of the Committee Meetings. Additionally, the Board is kept informed of all major events, including information listed under Regulation 17(7) read with Part A of Schedule II to the SEBI Listing Regulations.

Code of Conduct

The Code of Conduct reflects the Company's core values, defines its responsibilities towards stakeholders, and requires the Management to adhere to fundamental guidelines while exercising authority, both within and outside the Organisation.

The Company has adopted the TCoc, which is a comprehensive written guideline that applies to all employees, including the Managing Director & CEO, which is available on the website of the Company at <https://www.rallis.com/TCOC>. The TCoc attempts to instil positive organisational behaviour to enhance shareholder value, inculcate business ethics, and reiterate our promise towards excellence, leadership, and trust. It provides clarity of purpose and directs us to maintain the highest standards of Corporate Governance.

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 and Regulation 17(5) of the SEBI Listing Regulations, which is available on the website of the Company at <https://www.rallis.com/COCNED>

As on March 31, 2026, all the Board members and Senior Management of the Company have affirmed compliance with their respective Codes of Conduct. A declaration to this effect duly signed by the Managing Director & CEO forms part of this Report. Further, the Company has also received confirmation from the Non-Executive Directors and Independent Directors regarding compliance with the Code of Conduct for Non-Executive Directors, for the year under review.

Apart from receiving the 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 had any other material pecuniary relationship or transactions with the Company, its Holding, Promoters, Directors, and/or Senior Management during the three immediately preceding financial years or during the current financial year.

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

Independent Directors

Independent Directors play a crucial role in the governance processes of the Board by fostering a conducive environment, facilitating thoughtful and insightful deliberations, and promoting informed decision-making, thereby enhancing corporate credibility and governance standards. Their increased presence in the Board has been recognised as a catalyst for achieving a harmonious balance between individual, economic, and social interests.

As on March 31, 2026, the Company has four (4) Non-Executive, Independent Directors, comprising approximately 57% of the total strength of the Board of Directors. The maximum tenure of the Independent Directors is in accordance with the Act and the SEBI Listing Regulations.

All Independent Directors of the Company have been appointed as per the provisions of the Act and the SEBI Listing Regulations. Formal letters of appointment have been issued to the Independent Directors. As required by Regulation 46 of the SEBI Listing Regulations, the terms and conditions of their appointment are disclosed on the Company's website at www.rallis.com/TCAID.

In the opinion of the Board, the Independent Directors fulfill the conditions of independence specified in the Act and the SEBI Listing Regulations and are independent of the Management.



The appointment/re-appointment of Independent Directors is carried out in a structured manner in accordance with the provisions of the Act and the SEBI Listing Regulations. The Charter of the Nomination and Remuneration Committee ('NRC') provides for the identification of candidates based on certain laid down criteria and takes into consideration the need for diversity on the Board and accordingly makes its recommendations to the Board.

During the year under review, Mr. Narain Duraiswami, Independent Director, resigned from the Company effective September 18, 2025, due to increasing demands on time and professional commitments. He also confirmed that there was no material reason for his resignation other than the above.

Further, during FY 2025-26, Mr. Mahesh Girdhar and Mr. Ashok Sharma were appointed as Independent Directors of the Company with effect from December 10, 2025, and February 10, 2026, respectively. The appointments of Mr. Mahesh Girdhar and Mr. Ashok Sharma as Independent Directors on the Board were approved by the shareholders by way of postal ballot, in compliance with the provisions of the SEBI Listing Regulations.

Meeting of Independent Directors

For the Board to exercise free and fair judgement in all matters related to the functioning of the Company as well as the Board, it is important for the Independent Directors to have meetings without the presence of the executive management. Accordingly, in compliance with Regulation 25(3) of the SEBI Listing Regulations and Schedule IV to the Act, a separate meeting of Independent Directors was convened on February 18, 2026. 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 & CEO and Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Meeting was attended by all the Independent Directors as on that date and Dr. C. V. Natraj chaired the said Meeting.

The Independent Directors expressed a high level of satisfaction with the overall functioning of the Board and its various Committees, as well as with the level of commitment and engagement demonstrated during the year. Following the Annual Meeting of the Independent Directors, the collective feedback from the Independent Directors was discussed by the Chairman of the NRC with the Board, covering the performance of the Board as a whole, the performance of the Non-Independent Directors, and the performance of the Chairman of the Board. The collective feedback from

the Independent Directors was thereafter conveyed to the Board members and other concerned stakeholders for appropriate action.

Induction and Familiarisation Programme for Directors

Pursuant to Regulation 25(7) of the SEBI Listing Regulations, the Company has an orientation process/familiarisation programme for its directors (including Independent Directors), which includes sessions on various business and functional matters and strategy sessions. This is designed to enable them to gain a comprehensive understanding of the Company, its operations, strategies, business, functions, policies, industry landscape, and regulatory environment. New Directors are taken through a detailed induction and familiarisation programme including briefing on their role, responsibilities, duties, obligations, the nature of the business and business model, matters relating to Corporate Governance, Code of Conduct, Risk Management, Compliance Programmes Internal Audit, etc., along with continuous initiatives aimed at keeping all Directors updated on relevant developments.

The Board is also regularly informed about significant developments in the industry, geopolitical issues, regulatory changes, and other developments that impact the Company.

The new Directors of the Company are provided with an induction kit, which includes the Annual Report, overview of the Company, charters of the Committees, annual calendar of Board and Committee Meetings, TCoC, Code of Conduct for Non-Executive Directors including Independent Directors, Company's Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices, etc. As part of this programme, the Senior Leadership team holds one-on-one meetings with new Directors to familiarise them with the workings of various departments and business operations.

Pursuant to Regulation 46 of the SEBI Listing Regulations, details of familiarisation programmes imparted to the Directors, including Independent Directors, during FY 2025-26 are available on the Company's website at <https://www.rallis.com/DFPID2025-26.htm>.

During the year under review, a Board meeting was convened, providing the Board with an opportunity to gain meaningful insights into the Company's position within the industry, along with a comprehensive view of the opportunities and challenges ahead. The meeting focussed on the Company's future strategy and encompassed deliberations across various business functions. Additionally, a leadership connect session was organised to facilitate engagement between the Directors and the leadership team.

Re-appointment of Director

As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, particulars of the Director seeking re-appointment are given in the Explanatory Statement to the Notice of the AGM, forming part of this Integrated Annual Report.



Key Skills, Expertise and Competencies of the Board

The Company endeavours to foster a diverse Board comprising a wide range of skills, perspectives, and backgrounds, which enhance the Board's effectiveness in providing foresight and adding value to the decision-making process. The Board consists of leaders and domain experts from varied fields who collectively support the achievement of the Company's objectives while ensuring effective, responsible, and sustainable operations.

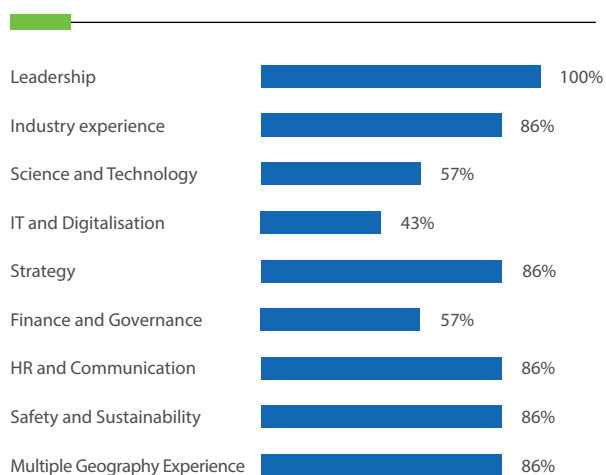
To operate effectively, the Board has identified key skills, expertise, and competencies that are relevant to the Company's business and sector. The NRC considers, *inter alia*, key skills, qualifications, expertise, and competencies, whilst recommending to the Board the candidature for appointment of Director. Based on the recommendations of the NRC, the Board has identified the following core skills, expertise, and competencies as required for the effective functioning of the Company. These are currently possessed by the Board Members and have been mapped against each Director as on March 31, 2026:

Sr. No.	Skills & Expertise	Mr. S. Padmanabhan	Dr. C.V. Natraj	Ms. Padmini Khare Kaicker	Mr. Mahesh Kumar Girdhar*	Mr. Ashok Hiralal Sharma#	Mr. R. Mukundan	Dr. Gyanendra Shukla
1.	Leadership	✓	✓	✓	✓	✓	✓	✓
2.	Industry experience	✓	✓	-	✓	✓	✓	✓
3.	Science and Technology	-	✓	-	-	✓	✓	✓
4.	IT and Digitalisation	✓	-	✓	-	-	-	✓
5.	Strategy	✓	-	✓	✓	✓	✓	✓
6.	Finance and Governance	✓	-	✓	-	-	✓	✓
7.	HR and Communication	✓	✓	✓	✓	-	✓	✓
8.	Safety and Sustainability	✓	✓	-	✓	✓	✓	✓
9.	Multiple Geography Experience	✓	✓	-	✓	✓	✓	✓

*Appointed as a Non-Executive, Independent Director with effect from December 10, 2025

#Appointed as a Non-Executive, Independent Director with effect from February 10, 2026

Board skill distribution (in %):



Board and Director Evaluation and Criteria for Evaluation

The evaluation criteria for individual Directors encompass factors such as their attendance and active participation in Board and Committee Meetings. The evaluation of Board Committees is broadly aligned with the Guidance Note on Board Evaluation issued by SEBI. This assessment involves a structured questionnaire covering aspects such as the

composition and structure of the Board, the conduct of the Board Meetings, and the roles and responsibilities of both the Board and the Management, with a focus on the Board's overall functioning, governance, and compliance obligations.

The Company follows a practice of implementing each of the observations from the annual evaluation by calendaring its implementation through the Action Taken Report ('ATR') which is subsequently reviewed by the Board periodically.

In terms of the requirement of the Act and the SEBI Listing Regulations, during the year under review, the Board has carried out an annual performance evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees. The exercise was led by the Chairman of the NRC along with the Chairman of the Board.

The overall functioning of the evaluation process reflected a high degree of engagement amongst the Board members and their freedom to express views on matters transacted at the Meetings.

The quality of discussions during the evaluation process was robust and constructive, resulting in clear direction-setting and well-considered decision-making. Based on the outcomes of the evaluation, assessment, and feedback provided by the Directors, the Board and the Management have agreed upon a set of action points, which will be implemented in accordance with the agreed timelines.



The evaluation process highlighted the cohesiveness of the Board, a Boardroom culture characterised by trust and collaboration, and constructive discussions that are open, transparent and inclusive, encouraging diverse perspectives and informed deliberation.

Areas of focus identified for the Board going forward include strengthening the Directors' training and development programme, deeper engagement on current and strategic issues of the Company in the context of the evolving external environment, enhanced emphasis on succession planning for Senior Management, and increased focus on advancements in agricultural technologies.

The action areas identified in the process are being implemented to ensure a better interface at the Board/Management level.

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

3. Audit Committee

The Audit Committee is constituted and functions in accordance with Section 177 of the Act, Regulation 18 of the SEBI Listing Regulations, and its Charter adopted by the Board.

Terms of Reference

The terms of reference of the Audit Committee, *inter alia*, include:

- 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 limited review report/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 the audit as well as post-audit discussion to ascertain any areas 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 and all relationships between statutory auditors and the Company
- 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
- Evaluate internal financial controls and risk management systems
- Review the related party transactions including any subsequent modification to the related party transactions and review the functioning of the Whistleblower 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
- Approve the appointment of the Chief Financial Officer after assessing the qualifications, experience and background of the candidate
- Consider and comment on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders. All the items listed in Section 177 of the Act and Regulation 18(3) read with Part C of Schedule II to the SEBI Listing Regulations are covered in the terms of reference of the Audit Committee.

Further, pursuant to Regulation 18(2)(c) of the SEBI Listing Regulations, the Audit Committee is empowered to investigate any activity within its terms of reference, seek information it requires from any employee, obtain outside legal or other independent professional advice, and secure attendance of outsiders with relevant expertise, if considered necessary. Apart from the above, the Audit Committee also exercises the role and powers entrusted upon by the Board of Directors from time to time and as mandated under the applicable rules/regulations/laws.

Meetings Held

During the year under review, six (6) Meetings of the Audit Committee were held on the following dates:

- | | |
|--------------------|----------------------|
| 1. April 23, 2025 | 4. October 16, 2025 |
| 2. July 14, 2025 | 5. January 20, 2026 |
| 3. August 20, 2025 | 6. February 19, 2026 |



Composition and Attendance

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

Name of the Member	Category	No. of Meetings held during the year/tenure	No. of Meetings attended
Ms. Padmini Khare Kaicker (Chairperson)	ID	6	6
Dr. C. V. Natraj	ID	6	6
Mr. Narain Duraiswami*	ID	3	3
Mr. Mahesh Kumar Girdhar [#]	ID	1	1
Mr. R. Mukundan	NE-NID	6	6

*Mr. Narain Duraiswami ceased to be the member of the Committee w.e.f. September 18, 2025, pursuant to his resignation as Independent Director of the Company

[#]Mr. Mahesh Kumar Girdhar was inducted as the Member of the Committee w.e.f. February 10, 2026

ID – Independent Director;

NE-NID - Non-Executive, Non-Independent Director

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

During the year under review, the Independent Directors on the Audit Committee also held a separate one-on-one meeting with the Statutory Auditors to obtain their inputs on significant matters, controls, concerns, and opinions, if any, relating to their respective areas of audit.

The Company had engaged Ernst & Young LLP, an independent external firm, to conduct the internal audit of the Company and submit its internal audit findings to the Audit Committee for review during the year under review.

The Audit Committee reviewed key audit findings across operational, financial, and compliance areas, including internal financial controls, financial reporting systems, related party transactions, and the functioning of the whistleblower mechanism. The minutes of each Audit Committee Meeting are placed at the next meeting of the Board. Actions arising from the previous meetings are reviewed at subsequent meetings of the Audit Committee.

The Meetings of the Audit Committee are attended by the Chief Financial Officer ('CFO'), Chief Audit and Risk Officer, and representatives of the Statutory Auditors. Additionally, these meetings are usually attended by the Chairman of the Board and the Managing Director & CEO. The Company Secretary acts as the Secretary to the Committee. The Chairperson of the Audit Committee has one-on-one meetings both with the Internal Auditors and the Statutory Auditors on a periodic basis to obtain their inputs on significant matters relating to respective areas of audit and discuss key concerns, if any. The Audit Committee acts as a link between the Management, Statutory Auditors, Internal Auditors, and the Board of Directors, while also overseeing the financial reporting process.

Ms. Padmini Khare Kaicker, Chairperson of the Audit Committee, was present at the e-AGM of the Company held on June 23, 2025.

4. Nomination and Remuneration Committee

The Nomination and Remuneration Committee ('NRC') is constituted and functions in accordance with Section 178 of the Act, Regulation 19 of the SEBI Listing Regulations, and its Charter, as adopted by the Board. The NRC is responsible for evaluating the balance of skills, experience, independence, diversity, and knowledge on the Board and for drawing up selection criteria, ongoing succession planning, and appointment procedures for both internal and external appointments. Further, the Committee is also responsible for formulating policies with respect to remuneration, performance evaluation, Board diversity, etc. in line with the Act and the SEBI Listing Regulations. The Members agree on an annual working plan for NRC Meetings at the beginning of the year.

Terms of Reference

The terms of reference of the NRC, *inter alia*, include:

- Recommend to the Board the setup and composition of the Board. This shall include "Formulation of the criteria for determining qualifications, positive attributes and independence of a director"
- Evaluate the balance of skills, knowledge and experience on the Board and prepare a description of the role and capabilities required of an Independent Director
- Recommend to the Board the appointment or re-appointment of Directors, KMPs and Senior Management and support the Board in matters related to the setup, review and refresh of the committees
- To identify and recommend to the Board, including their remuneration, the appointment or removal of KMP and Senior Management 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
- Oversee the performance review process for the KMP and Senior Management with the view that there



is an appropriate cascading of goals and targets across the Company

- On an annual basis, recommend to the Board the remuneration payable to Directors, KMPs, and Senior Management of the Company
- Review HR and People strategy and its alignment with the business strategy periodically or when a change is made to either and review the efficacy of HR practices.

Meetings Held

During the year under review, four (4) Meetings of the NRC were held on the following dates:

- | | |
|-------------------|----------------------|
| 1. April 23, 2025 | 3. August 20, 2025 |
| 2. July 14, 2025 | 4. February 18, 2026 |

Composition and Attendance

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 held during the year/tenure	No. of Meetings attended
Dr. C. V. Natraj (Chairman)	ID	4	4
Ms. Padmini Khare Kaicker	ID	4	4
Mr. Narain Duraiswami*	ID	3	3
Mr. R. Mukundan	NE-NID	4	4

*Mr. Narain Duraiswami ceased to be the member of the Committee w.e.f. September 18, 2025, pursuant to his resignation as Independent Director of the Company

ID – Independent Director; NE-NID - Non-Executive, Non-Independent Director

The Chairman of the Board is a permanent invitee to the NRC Meetings.

The necessary quorum was present at the above Meetings. Dr. C. V. Natraj, Chairman of the NRC, was present at the e-AGM of the Company held on June 23, 2025.

5. Stakeholders Relationship Committee

The Stakeholders Relationship Committee ('SRC') looks into various matters concerning shareholder interests. The Committee ensures servicing and protection of the interests of shareholders, maintaining cordial investor relations and overseeing the mechanism to review and redress investors' grievances.

Terms of Reference

The terms of reference of the SRC, *inter alia*, include:

- Review statutory compliance relating to all security holders
- 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 Act 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
- 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 Agents and oversee performance of the Registrar and Share Transfer Agents
- Recommend measures for overall improvement of the quality of investor services.

Meetings Held

During the year under review, two (2) Meetings of the SRC were held on the following dates:

- | | |
|------------------|---------------------|
| 1. July 14, 2025 | 2. January 20, 2026 |
|------------------|---------------------|



Composition and Attendance

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

Name of the Member	Category	No. of Meetings held	No. of Meetings attended
Dr. C. V. Natraj (Chairman)	ID	2	2
Mr. R. Mukundan	NE-NID	2	2
Dr. Gyanendra Shukla	MD & CEO	2	2

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

The necessary quorum was present at the above Meetings. Dr. C.V. Natraj was present at the e-AGM of the Company held on June 23, 2025, being the Chairman of the SRC.

Name, Designation and Address of Compliance Officer

Ms. Sariga P Gokul

Company Secretary & Compliance Officer

Rallis India Limited (CIN: L36992MH1948PLC014083)

23rd Floor, Vios Tower,

New Cuffe Parade, Off Eastern Freeway,

Wadala, Mumbai - 400 037

Tel: + 91 22 6232 7400

E-mail: investor_relations@rallis.com

Status of Investor Complaints

Status of Investor Complaints as on March 31, 2026 as reported under Regulation 13(3) of the SEBI Listing Regulations are as under:

Pending as on April 1, 2025	0
Received during the year	2
Disposed during the year	2
Pending as on March 31, 2026	0

The investor complaints have been appropriately addressed and resolved to the satisfaction of the shareholders.

Trend of Complaints and Number of Shareholders during the last 5 years:

Particulars	FY 2026	FY 2025	FY 2024	FY 2023	FY 2022
Total No. of Complaints received	2	3	6	1	2
Total No. of Complaints resolved	2	4	5	1	2
No. of Shareholders as on March 31	1,31,685	1,38,456	1,46,420	1,31,424	1,26,299

The Company has undertaken various investor-friendly initiatives aimed at enhancing communication and engagement, including encouraging investors to register their e-mail addresses, offering the option to register e-mail addresses for the limited purpose of receiving the Integrated Annual Report and e-voting credentials for the e-AGM, and enabling interactive investor engagement activities during the e-AGM.

The Company has also communicated with shareholders, requesting them to update their bank account and other relevant details for dividend payments and Tax Deducted at Source ('TDS') related activities. Additionally, the Company shares quarterly and half-yearly financial results with shareholders via e-mail as part of its investor-friendly initiatives.

SEBI has mandated furnishing of PAN, KYC details (i.e., postal address with pin code, e-mail address, mobile number, bank account details) and nomination details by holders of securities. Shareholders are requested to update the said details against their folio/demat account. Individual letters have been sent to shareholders holding shares in physical form for furnishing the KYC details to comply with the KYC requirements.

The Company also actively participated in investor-centric initiatives introduced by regulatory authorities, including the special window provided by the SEBI and the Saksham Niveshak initiative of the Investor Education and Protection Fund Authority ('IEPF'). These initiatives were aimed at strengthening investor outreach and enhancing awareness by enabling investors to resolve pending issues and gain greater access to investor education and protection mechanisms.



6. Risk Management Committee

Regulation 21 of the SEBI Listing Regulations mandates the top 1,000 listed entities to constitute a Risk Management Committee ('RMC'). The primary role of the RMC is to assist the Board of Directors in overseeing the Company's risk management processes and controls. The RMC, through Enterprise Risk Management in the Company, seeks to minimise the adverse impact on business objectives and enhance stakeholder value. The Risk Management Policy and the Terms of Reference of the RMC adopted were in line with the SEBI Listing Regulations for the functioning of the RMC.

Terms of Reference

The terms of reference of the RMC, *inter alia*, include:

- Formulate, review and recommend the Risk Management Policy or any amendments thereof for the approval of the Board at least once in two years, monitor and oversee its implementation including evaluating the adequacy of risk management systems and plan integration through training and awareness programmes
- Review and recommend to the Board periodically the process for risk identification
- To review measures for risk mitigation including systems and processes for internal control of identified risks
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company
- Set up risk strategy policies, including agreeing on risk tolerance and appetite levels, recognising contingent, inherent and residual, internal & external, financial, operational, sectoral, sustainability (particularly ESG related risks), information, cyber security risks, etc
- To develop and review the Business Continuity Plan
- 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 ongoing basis
- To review and recommend to the Board major decisions affecting the risk profile or exposure and give appropriate directions
- To consider the effectiveness of the 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 and to keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken
- Co-ordinate its activities with other committees in instances where there is any overlap with activities of such committees
- To review the appointment, removal and terms of remuneration of the Chief Risk Officer, if any
- Attend to such other matters and functions as may be prescribed from time to time.

Meetings Held

During the year under review, two (2) Meetings of the RMC were held on the following dates:

1. August 20, 2025
2. February 19, 2026

Composition and Attendance

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

Name of the Member	Category	No. of Meetings held during the year/tenure	No. of Meetings attended
Mr. Narain Duraiswami (Chairman)*	ID	1	1
Ms. Padmini Khare Kaicker (Chairperson)**	ID	2	2
Dr. Gyanendra Shukla	MD & CEO	2	2
Ms. Subhra Gourisaria [#]	CFO	-	-
Mr. Bhaskar Swaminathan [#]	CFO	2	2

*Mr. Narain Duraiswami ceased to be the Chairman and Member of the Committee w.e.f. September 18, 2025, pursuant to his resignation as Independent Director of the Company

**Ms. Padmini Khare Kaicker (DIN: 00296388), already a Member of the Risk Management Committee was designated as the Chairperson of the Committee w.e.f. December 10, 2025

[#]Ms. Subhra Gourisaria ceased to be the Member of the Committee w.e.f. from July 24, 2025 and consequently, Mr. Bhaskar Swaminathan was inducted into the Committee w.e.f. August 7, 2025

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



The gap between two (2) consecutive RMC Meetings did not exceed 210 days. The necessary quorum was present for the above Meetings.

The Chief Audit and Risk Officer is a permanent invitee to the Meetings of the RMC. The Company Secretary acts as the Secretary to the Committee.

The necessary quorum was present at the above Meetings. Mr. Narain Duraiswami was present at the e-AGM held on June 23, 2025, being the Chairman of the RMC.

The Company has a well-defined risk management framework in place. Further, details on risk management are given in the Management Discussion & Analysis, which forms part of this Integrated Annual Report.

7. Corporate Social Responsibility Committee

The Corporate Social Responsibility ('CSR') Committee of the Company is constituted in accordance with the provisions of Section 135 of the Act. In line with the amended Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has in place a CSR Policy and the Charter of the CSR Committee.

Terms of Reference

The terms of reference of the CSR Committee, *inter alia*, are as follows:

- Formulate and recommend to the Board the CSR policy containing guiding principles for selection, implementation and monitoring of CSR activities as specified under Schedule VII of the Act

- Recommend the amount to be spent on the CSR activities
- 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
- Formulate and recommend to the Board (including any revisions thereto), an annual action plan in pursuance of the CSR policy and have an oversight over its implementation
- Review the impact assessment carried out for the projects of the Company as per the requirements of the law
- Attend to such other matters and functions as may be prescribed from time to time.

The CSR Policy is displayed on the website of the Company at <https://www.rallis.com/CSRPolicy>. The Annual Report on CSR activities for FY 2025-26 forms part of the Board's Report as an Annexure.

Meetings Held

During the year under review, two (2) Meetings of the CSR Committee were held on the following dates:

- August 20, 2025
- February 18, 2026

Composition and Attendance

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

Name of the Member	Category	No. of Meetings held during the year/tenure	No. of Meetings attended
Mr. Narain Duraiswami (Chairman)*	ID	1	1
Dr. C.V Natraj (Chairman)**	ID	1	1
Mr. R. Mukundan#	NE-NID	1	1
Mr. Mahesh Girdhar#	ID	1	1
Dr. Gyanendra Shukla	MD & CEO	2	2

*Mr. Narain Duraiswami ceased to be the Chairman and Member of the Committee w.e.f. September 18, 2025, pursuant to his resignation as Independent Director of the Company

**Dr. C.V. Natraj was inducted as the Chairman of the CSR Committee w.e.f. December 10, 2025

#Mr. R. Mukundan ceased to be the Member of the CSR Committee and Mr. Mahesh Girdhar was inducted as a Member of the Committee w.e.f. February 10, 2026

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

The Chief Financial Officer, Head - Business Excellence & CSR, and Deputy General Manager - CSR & Affirmative Action were invitees to the Meetings of the CSR Committee. The Company Secretary also attended the Meetings.

The necessary quorum was present at the above Meetings. Mr. Narain Duraiswami was present at the e-AGM held on June 23, 2025, being the Chairman of the CSR Committee.



8. Safety, Health, Environment and Sustainability Committee

The Safety, Health, Environment and Sustainability ('SHES') Committee of the Company is entrusted with the responsibility to oversee and review the measures undertaken by the Company towards the safety and sustainability of its stakeholders and the environment in which it operates.

Terms of Reference

The terms of reference of SHES Committee are, *inter alia*, as under:

- Review and monitor the sustainability, safety, health and environmental policies and activities of the Company on behalf of the Board to ensure that the Company is in compliance with appropriate laws and legislation
- Encourage, assist, support and counsel management in developing short and long-term policies and standards to ensure that the principles set out in the sustainability, safety, health and environmental policies are being adhered to and achieved

- Review periodic reports from management on safety, sustainable development, environmental and health matters, as well as sustainability initiatives and long-term goals
- Investigate or cause to be investigated any extraordinary negative sustainability, environment, health and safety performance or issues of asset integrity which can impact safety, health, environment and sustainability where appropriate
- Ensure integration of Safety, Health and Environment considerations into business planning and decision-making without compromise in pursuit of commercial advantage.

Meetings Held

During the year under review, two (2) Meetings of the SHES Committee were held on the following dates:

- August 20, 2025
- February 19, 2026

Composition and Attendance

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

Name of the Member	Category	No. of Meetings held during the year/tenure	No. of Meetings attended
Dr. C. V. Natraj (Chairman)	ID	2	2
Mr. R. Mukundan*	NE-NID	1	1
Mr. Mahesh Girdhar*	ID	1	1
Dr. Gyanendra Shukla	MD & CEO	2	2

*Mr. R. Mukundan ceased to be the Member of the SHES Committee and Mr. Mahesh Girdhar was inducted as a Member of the Committee w.e.f. February 10, 2026
ID – Independent Director; NE-NID - Non-Executive, Non-Independent Director; MD & CEO – Managing Director & Chief Executive Officer

The necessary quorum was present at the above Meetings.

The Chief Financial Officer, Head-Environment, Health, Safety and Sustainability ('EHSS') (upto January 7, 2026), Vice President – Manufacturing (upto July 1, 2025), Head – Manufacturing (effective July 1, 2025) and Assistant General Manager - EHS are permanent invitees to the Meetings of the Committee. The Company Secretary also attended the Meetings.

to the Board, with a view to creating a strategic roadmap linked to execution. The Committee comprises members with industry expertise. 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, three (3) Meetings of the ECOB were held on the following dates:

- May 16, 2025
- May 16, 2025
- July 19, 2025

9. Executive Committee of the Board

The Board of Directors of the Company has constituted an Executive Committee of the Board ('ECOB') with effect from March 11, 2025. The terms of reference of the ECOB include assisting the Company with strategic initiatives and decisions. The Committee is responsible for reviewing certain matters, such as business and strategy review, acquisitions, divestments, and business restructuring proposals, before presenting them



Composition and Attendance

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

Name of the Member	Category	No. of Meetings held during the year/tenure	No. of Meetings attended
Mr. S. Padmanabhan (Chairman)	NE-NID	3	3
Dr. C. V. Natraj	ID	3	3
Mr. Narain Duraiswami*	ID	3	2
Dr. Gyanendra Shukla	MD & CEO	3	3

* Mr. Narain Duraiswami ceased to be the Member of the Committee w.e.f. September 18, 2025, pursuant to his resignation as Independent Director of the Company.

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

10. Particulars of Key Managerial Personnel and Senior Management

The Key Managerial Personnel and Senior Management of the Company as on March 31, 2026 are as under:

Sr. No.	Name	Designation
1	Dr. Gyanendra Shukla	Managing Director & CEO (<i>Key Managerial Personnel</i>)
2	Mr. Bhaskar Swaminathan	Chief Financial Officer (<i>Key Managerial Personnel</i>)
3	Ms. Sariga P Gokul	Company Secretary & Compliance Officer (<i>Key Managerial Personnel</i>)
4	Mr. Rahul Pandey	Business Head – Crop Care
5	Mr. B. Yogesh	Business Head - Seeds
6	Mr. Milan Naik	Head - Manufacturing
7	Mr. Ashwani Mahajan	Head - Supply Chain (Vice President)
8	Dr. Mahesh Patil	Head – New Product Development
9	Mr. Sukhbir Singh Malik	Head - Marketing & Customer Centricity
10	Dr. Vairamani Ramanathan	Head R&D - Seed & Biotech division
11	Dr. Devender Kumar	Head R&D, Designate
12	Mr. Harkirat Singh	General Counsel
13	Ms. Kalpa Kadam	Head - Human Resources & Administration
14	Mr. Prasanna Wadke	Head - Digital
15	Ms. Shraddha Shah	Chief Audit & Risk Officer

During FY 2025-26, following were the changes in Senior Management:

- Appointment of Mr. Harkirat Singh as General Counsel and Senior Management Personnel effective April 1, 2025
- Cessation of Mr. Srikant Nair as the Company Secretary & Compliance Officer and Senior Management Personnel effective April 30, 2025
- Appointment of Ms. Sariga P Gokul as the Company Secretary & Compliance Officer and Senior Management Personnel effective May 9, 2025
- Cessation of Dr. Rajashekhar Khinnavar as Head - Manufacturing and Senior Management Personnel due to superannuation effective July 1, 2025, and appointment of Mr. Milan Naik as Head - Manufacturing and Senior Management Personnel of the Company effective July 1, 2025
- Cessation of Ms. Subhra Gourisaria as the Chief Financial Officer and Senior Management Personnel effective July 24, 2025
- Appointment of Mr. Bhaskar Swaminathan as the Chief Financial Officer and Senior Management Personnel effective August 7, 2025
- Appointment of Dr. Devender Kumar as Head Research & Development, designate – Seeds Division effective

January 2, 2026 to take over as Head Research & Development – Seeds Division and Senior Management Personnel, effective July 1, 2026

- Cessation of Mr. Amol Jadhav as Head - Environment, Health, Safety & Sustainability and Senior Management Personnel upon resignation with effect from close of business hours on January 7, 2026.

11. Remuneration of Directors

The Company's Remuneration Policy is structured in accordance with its philosophy for payment of remuneration to Directors, KMPs, and all other employees based on the commitment to emphasise a culture of leadership with trust. The principles governing the Company's Remuneration Policy is provided in the Board's Report, and the Policy is also uploaded on the website of the Company at <https://www.rallis.com/RemunerationPolicy>.

Details of Remuneration for FY 2025-26

Managing Director & CEO:

The Company pays remuneration by way of salary, benefits, perquisites, and allowances (fixed component) and commission (variable component) to its MD & CEO. Annual increments are recommended by the NRC within the salary scale approved by the Members and are effective April 1 each year. The NRC recommends the commission payable to the MD & CEO out of the profits for the financial year within the overall ceilings



stipulated in the Act. The 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 the performance of the individual.

Dr. Gyanendra Shukla:

Details of the remuneration payable to the Managing Director & CEO during FY 2025-26 are as follows:

Salary	₹ 99,33,000
Perquisites and allowances	₹ 1,39,39,788
Contribution to retirals	₹ 26,81,910
Commission for FY 2026 (payable in FY 2027)	₹ 2,25,00,000
Period of Agreement	April 1, 2024 to March 31, 2029 (5 years)
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
Severance Fees	There is no separate provision for payment of severance fees

Non-Executive Directors:

During the year under review, the Company paid sitting fees of ₹ 20,000 per Meeting to the Non-Executive Directors for attending Meetings of the Board, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Safety, Health, Environment and Sustainability Committee, Risk Management Committee, Meeting of Independent Directors, and Executive Committee of the Board.

In terms of the Members' approval obtained at the AGM of the Company held on July 2, 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, number of Committee Chairpersonships 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-Executive Directors are given below:

Name of the Director	Sitting Fees paid during FY 2025-26	Commission for FY 2025-26, payable during FY 2026-27
Mr. S. Padmanabhan	2,80,000	60,00,000
Dr. C. V. Natraj	6,00,000	40,00,000
Ms. Padmini Khare Kaicker	4,80,000	40,00,000
Mr. Narain Duraiswami*	2,60,000	15,00,000
Mr. Mahesh Girdhar [#]	1,60,000	10,00,000
Mr. Ashok Sharma [@]	80,000	10,00,000
Mr. R. Mukundan	**	**
Total	18,60,000	1,75,00,000

* Mr. Narain Duraiswami ceased to be a Non-Executive, Independent Director of Rallis India Limited with effect from September 18, 2025.

[#] Mr. Mahesh Girdhar appointed as a Non-Executive, Independent Director of Rallis India Limited with effect from December 10, 2025.

[@] Mr. Ashok Sharma appointed as a Non-Executive, Independent of Rallis India Limited with effect from February 10, 2026.

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

There are no stock options granted to the Directors.

Details of Remuneration to Key Managerial Personnel other than Managing Director/Manager/Whole Time Director for FY 2025-26:

Name of Key Managerial Personnel	Gross Salary	Commission	Others	Total Remuneration
Ms. Subhra Gourisaria – Chief Financial Officer (Ceased with effect from July 24, 2025)	1,48,46,434	-	-	1,48,46,434
Mr. Bhaskar Swaminathan - Chief Financial Officer (Appointed with effect from August 7, 2025)	79,30,790	-	-	79,30,790
Mr. Srikant Nair – Company Secretary & Compliance Officer (Ceased with effect from April 30, 2025)	6,00,700	-	-	6,00,700
Ms. Sariga P Gokul - Company Secretary & Compliance Officer (Appointed with effect from May 9, 2025)	34,19,202	-	-	34,19,202

Note: The remuneration has been calculated excluding performance-based variable incentives payable in FY 2026–27. However, in respect of Mr. Srikant Nair and Ms. Subhra Gourisaria, the performance-based variable incentives for FY 2024–25, paid in FY 2025–26, have been included.



Succession Plan

The Company believes that for creating a strong talent pipeline and a robust future, sound succession plans for the senior leadership are needed. The Company has a proactive approach to succession planning which is essential for driving sustained growth, ensuring organisational stability, and securing a prosperous future. The NRC works along with the Human Resources team to develop and maintain a structured leadership succession plan.

Retirement Policy for Directors

As per the adopted Policy, the Managing and Executive Directors retire at the age of 60 years, while Non-Executive Non-Independent Directors and Non-Executive Independent Directors retire at the age of 70 and 75 years, respectively.

12. Subsidiary Company

Regulation 16 of the SEBI Listing Regulations defines a 'material subsidiary' to mean a subsidiary, whose turnover or net worth exceeds ten percent of the consolidated turnover or

net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. In addition to the above, Regulation 24 of the SEBI Listing Regulations requires that at least one Independent Director on the Board of Directors of the listed entity shall be a Director on the Board of Directors of an unlisted material subsidiary, whether incorporated in India or not.

The Company did not have any material subsidiary during the year as defined in the SEBI Listing Regulations. Further, the Company did not have any subsidiary as on March 31, 2026. Accordingly, the requirement of appointing an Independent Director of the Company on the Board of Directors of material unlisted subsidiary as per Regulation 24 of the SEBI Listing Regulations does not apply to the Company.

The Company has in place a Policy for determining Material Subsidiaries in terms of Regulation 16(1)(c) of the SEBI Listing Regulations. The Policy, as approved by the Board, is uploaded on the website of the Company at <https://www.rallis.com/policy-material-subsidiaries>

13. General Body Meetings

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

FY	Day, Date and Time	Location	Special Resolutions
2024-25	Monday, June 23, 2025 at 3:00 p.m.	VC/OAVM (Deemed Venue: 23 rd Floor, Vios Tower, New Cuffe Parade, Off Eastern Freeway, Wadala, Mumbai – 400 037)	No Special Resolutions passed during the AGM
2023-24	Thursday, June 20, 2024 at 11:00 a.m.	VC/OAVM (Deemed Venue: 23 rd Floor, Vios Tower, New Cuffe Parade, Off Eastern Freeway, Wadala, Mumbai – 400 037)	No Special Resolutions passed during the AGM
2022-23	Thursday, June 15, 2023 at 11:00 a.m.	VC/OAVM (Deemed Venue: 23 rd Floor, Vios Tower, New Cuffe Parade, Off Eastern Freeway, Wadala, Mumbai – 400 037)	No Special Resolutions passed during the AGM

All resolutions moved at the last AGM were passed by the requisite majority of Members. No Extraordinary General Meeting of the Members was held during the year.

Postal Ballot:

- A.** The Company sought approval of the shareholders by way of postal ballot, through Notice dated Thursday, December 18, 2025, on the following Special Resolution:

Appointment of Mr. Mahesh Kumar Girdhar (DIN: 10270848) as an Independent Director

The Board of Directors of the Company had appointed Mr. Bhaskar Upadhyay (Membership No. FCS 8663/CP No. 9625) or, failing him, Mr. Bharat Upadhyay (Membership No. FCS 5436 / CP No. 4457) of N. L. Bhatia & Associates, Practicing Company Secretaries, as the Scrutiniser to scrutinise the remote e-Voting process in a fair and transparent manner.

The remote e-Voting period commenced on Saturday, January 10, 2026, at 9:00 a.m. (IST) up to Sunday, February 8, 2026 at 5:00 p.m. (IST). The consolidated report on the result of the postal ballot through remote e-Voting for approving the aforesaid resolution was provided by the Scrutiniser on Monday, February 9, 2026.



The details of the e-Voting on the aforementioned resolution are provided hereunder:

Particulars	In favour			Against		
	Total no. of members voted	No. of Votes in favour	%	Total no. of members voted	No. of Votes against	%
Special Resolution: Appointment of Mr. Mahesh Kumar Girdhar (DIN: 10270848) as an Independent Director	524	14, 77, 70,381	99.97	29	40,892	0.03

The resolution was passed with requisite majority.

- B.** The Company sought approval of the shareholders by way of postal ballot, through Notice dated Wednesday, February 18, 2026, on the following Special Resolution:

Appointment of Mr. Ashok Hiralal Sharma (DIN: 02766679) as an Independent Director

The Board of Directors of the Company had appointed Mr. Bhaskar Upadhyay (Membership No. FCS 8663/CP No. 9625) or, failing him, Mr. Bharat Upadhyay (Membership No. FCS 5436 / CP No. 4457) of N. L. Bhatia & Associates, Practicing Company Secretaries, as the Scrutiniser to scrutinise the remote e-Voting process in a fair and transparent manner.

The remote e-Voting period commenced on Saturday, March 14, 2026, at 9:00 a.m. (IST) up to Sunday, April 12, 2026 at 5:00 p.m. (IST). The consolidated report on the result of the postal ballot through remote e-Voting for approving the aforesaid resolution was provided by the Scrutiniser on Monday, April 13, 2026.

The details of the e-Voting on the aforementioned resolution are provided hereunder:

Particulars	In favour			Against		
	Total no. of members voted	No. of Votes in favour	%	Total no. of members voted	No. of Votes against	%
Special Resolution: Appointment of Mr. Ashok Hiralal Sharma (DIN: 02766679) as an Independent Director	458	14,49,24,111	99.97	35	43,926	0.03

The resolution was passed with requisite majority.

Procedure for Postal Ballot:

The Postal Ballots were carried out as per the provisions of Section 110, read with Section 108 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs vide its General Circulars dated April 8, 2020, April 13, 2020, along with subsequent circulars issued in this regard and the latest dated September 22, 2025.

Details of special resolution proposed to be conducted through Postal Ballot:

None of the businesses proposed to be transacted in the ensuing AGM requires the passing of a special resolution through Postal Ballot.

14. Other Disclosures

Related Party Transactions: During the year under review, there were no material significant related party transactions entered into by the Company with Promoters, Directors, KMPs, Senior Management, or other designated persons which may have potential conflict with the interest of the Company at large. Declarations have been received from the Senior Management to this effect.

All related party transactions entered into during the year were on an arm's length basis, in the ordinary course of business, and were in compliance with the applicable provisions of the Act and SEBI Listing Regulations. The Related Party Transactions Policy is available on the website of the Company at <https://www.rallis.com/RPTPolicy>.

Policy on Archival is available on the website of the Company at <https://www.rallis.com/archival-policy.pdf>.

Policy on Preservation of Documents as required under Regulation 9 of the SEBI Listing Regulations is available on the website of the Company at <https://www.rallis.com/POPOD>.



Policy on Determination of Materiality for disclosure of events or information as per Regulation 30 of the SEBI Listing Regulations, amended during the year, is available on the website of the Company at <https://www.rallis.com/PODM>.

Dividend Distribution Policy as per Regulation 43A of the SEBI Listing Regulations is available on the website of the Company at <https://www.rallis.com/DDP>.

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 past three years.

CEO/CFO Certification: The MD & CEO and the CFO have certified to the Board in accordance with Regulation 17(8) read with Part B of Schedule II to the SEBI Listing Regulations, pertaining to CEO/CFO certification for the financial year ended March 31, 2026. The Certificate forms part of this Report.

Whistleblower Policy and Vigil Mechanism: Pursuant to Section 177 of the Act read with Regulation 22 of the SEBI Listing Regulations, it is mandated for every listed entity to formulate a Vigil Mechanism ('Whistleblower Policy') for Directors and employees to report genuine concerns. Accordingly, the Company has a Whistleblower Policy and Vigil Mechanism in place to enable its Directors, employees, and stakeholders to report their concerns about unethical behaviour, actual or suspected fraud, or violation of the Company's Code of Conduct or Policies. The Policy is available on the website of the Company at <https://www.rallis.com/whistleblower-policy>.

A dedicated helpline has been set up, which is managed by an independent professional organisation to ensure confidentiality in raising ethical concerns or practices that violate the Tata Code of Conduct. The ethics helpline can be contacted to report any suspected or confirmed incident of fraud/misconduct on:

E-mail: reportmyconcern@integritymatters.in

Address: C/o Integrity Matters, Unit 1211, CENTRUM, Plot No. C-3, S G Barve Road, Wagle Estate, Thane West - 400 604, Maharashtra, India.

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 ('the 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. Ms. Sariga P. Gokul, Company Secretary, is the Compliance Officer for ensuring compliance with the Code and for the effective implementation of the Regulations and; the Code across the Company.

The Company has in place 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. Mr. Bhaskar Swaminathan, Chief Financial Officer, has been designated as the Chief Investor Relations Officer to ensure timely, adequate, uniform, and universal dissemination of information and disclosure of UPSI.

As per the Code, the Company has also adopted a Policy on inquiry in case of leak or suspected leak of UPSI and a Policy for Determination of Legitimate Purposes. The Code of Corporate Disclosure Practices along with the Policy for Determination of Legitimate Purposes, as amended during the year, is also available on the website of the Company at <https://www.rallis.com/COCDP>.

To simplify and enhance compliance with SEBI Listing Regulations and the Code, the Company has implemented an 'Employee Self-Service Compliance Module', a digital platform designed to streamline and manage all compliance requirements.

Additionally, the Company undertakes regular awareness programmes to sensitise employees, including the dissemination of periodic e-mail communications to Designated Persons, to enhance awareness of the provisions of Insider Trading laws. These initiatives collectively promote a strong culture of ethical conduct, transparency, and regulatory compliance across the Organisation.

Anti-Bribery & Anti-Corruption Policy and Anti-Money Laundering Policy

One of the core principles set out in the Tata Code of Conduct states: "We are committed to operating our businesses conforming to the highest moral and ethical standards. We do not tolerate bribery or corruption in any form. This commitment underpins everything we do."

Therefore, the Company has, from time to time, taken important steps for establishing and reinforcing a culture of business ethics, and in this pursuit, the Board has adopted the Anti-Bribery & Anti-Corruption Policy along with the Anti-Money Laundering Policy. The above Policies require the Company to appoint a senior official as the Compliance Officer who shall be responsible for implementation of the Policies. The Policy is also available on the website of the Company at <https://www.rallis.com/ABAC>.

Business and Human Rights Policy: With a view to uphold human rights as an integral aspect of doing business, being committed to respect and protect human rights as well as remediate adverse human rights impacts resulting from or caused by its businesses, the Company has adopted the Business and Human Rights Policy. The Company believes that sustainability, human rights, and related commitment are integral to the Company as a whole. The Business and Human Rights Policy, available on the website of the Company, can be accessed at <https://www.rallis.com/BHRPolicy>.



Policy on interaction with Investors/Analysts and Silent

Period: The Company is committed to provide timely, adequate, uniform, and universal disclosure of UPSI to the investor community. In order to further strengthen the Company's Corporate Governance practices, the Company has in place a Policy on interaction with investors/analysts and silent period. The same is available on the website of the Company at <https://www.rallis.com/SilentPeriodPolicy>.

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 institutional placement during the year under review.

Loans and advances in the nature of loans to firms/companies in which Directors are interested: The Company has not given any loans or advances to any firm/company in which its Directors are interested.

Acceptance of recommendations of all Committees:

In terms of the SEBI Listing Regulations, there have been no instances during the year when recommendations of any of the Committees were not accepted by the Board.

Fees paid to Statutory Auditors: A total fee of ₹ 123 lakh (plus applicable taxes and out-of-pocket expenses) was paid by the Company for all services to B S R & Co. LLP, Statutory Auditors, for FY 2025-26 and all entities in the network firm/entity of which they are part.

Prevention, Prohibition and Redressal of Sexual

Harassment at Workplace: As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder, the Company has constituted Internal Committees at all its locations to redress complaints received regarding sexual harassment and recommend appropriate action. The objective being to provide a safe working environment to all employees (permanent, contractual, temporary, and trainees) covered under this Policy. During the year, e-learning and classroom workshops were conducted to create awareness regarding sexual harassment among employees, as well as provide training to the Internal Committee members.

No complaints were pending at the beginning of the year. Further, the Company did not receive any complaints of sexual harassment during the year and, accordingly, there were no complaints pending as at the end of the financial year.

Legal Compliance Management Tool: The Company has in place an online legal compliance management tool, which has been devised to ensure and monitor compliance with all applicable laws that impact the Company's business.

The system generates automated alerts until the required compliances are duly completed, with in-built escalation mechanisms to higher levels of management, where required. Compliances completed by the designated performer are subject to review and approval by the appropriate reviewer, thereby reinforcing transparency and accountability. The Board periodically reviews the compliance reports of all laws applicable to the Company. Any non-compliance is seriously taken up by the Board, with measures to be taken for rectification of non-compliance, if any.

Green Initiative: The Company, as a conscientious corporate entity, fully embraces and endorses the 'Green Initiative' undertaken by MCA enabling electronic delivery of documents including the Annual Report, quarterly/half-yearly results, amongst others, to the Members at their e-mail addresses previously registered with the Depository Participants ('DPs') and Registrar and Transfer Agent ('RTA'). Members who have not registered their e-mail addresses so far are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs. Members who hold shares in physical form are requested to register their e-mail addresses with the RTA.

Discretionary Requirements of SEBI Listing Regulations:

All mandatory requirements of the SEBI Listing Regulations have been complied with by the Company during the year under review. The status of compliance with the discretionary requirements as stated under Part E of Schedule II to the SEBI Listing Regulations are as under:

- **The Board:** The Non-Executive Chairman maintains a separate office for which the Company is not required to reimburse expenses.
- **Shareholder Rights:** The quarterly/half-yearly/annual financial performance of the Company is sent to all the Members whose e-mail addresses are registered with the DPs/RTA. The results are also available on the Company's website at <https://www.rallis.com/investors/financial-performance>.
- **Modified opinion(s) in Audit Report:** During the year under review, there was no audit qualification in the Company's Financial Statements. The Company continues to adopt best practices to ensure a regime of unmodified audit opinion.
- **Separate posts of Chairperson and the Managing Director & CEO:** The Chairman of the Board is a Non-Executive Director and not related to the Managing Director & CEO of the Company.
- **Reporting of Internal Auditor:** The Chief Audit and Risk Officer functionally reports to the Audit Committee and participates in the meetings of the Audit Committee and presents internal audit observations to the Audit Committee.



15. Means of Communication

The Company follows robust processes to ensure seamless, timely, and transparent communication with its stakeholders and investors, in alignment with the Company's vision. Prompt and effective engagement with the investor community and other external stakeholders enables them to stay informed about the Company's business operations, strategic direction, and future outlook. To facilitate this, the Company provides multiple channels of communication, as detailed below:

Stock Exchange Intimations

All price-sensitive information and matters that are material to shareholders are disclosed to the respective Stock Exchanges where the securities of the Company are listed. All submissions to the Exchanges are made through the respective electronic filing systems. Material events or information, as detailed in Regulation 30 of the SEBI Listing Regulations are disseminated on the Stock Exchanges by filing them with the National Stock Exchange of India Limited ('NSE') through NEAPS and with BSE Limited ('BSE') through the BSE Listing centre. They are also displayed on the website of the Company at www.rallis.com.

Financial Results

The quarterly/half-yearly/annual financial results are published within the timeline stipulated under the SEBI Listing Regulations. The results are also uploaded on NSE and BSE through their respective portals. The financial results are published within the time stipulated under the SEBI Listing Regulations in newspapers, viz., Business Standard (in English), Free Press Journal (in English), and Navshakti (in Marathi). They are also published on the website of the Company at <https://www.rallis.com/investors/Financial-Performance>.

Analyst/Investor Meets

The Managing Director & CEO/Chief Financial Officer/Head - Investor Relations periodically meet or have conference calls with institutional investors and analysts, including holding the quarterly earnings calls where the Company's performance is discussed. Official news releases, presentations made to institutional investors and analysts, audio/video recording, and transcript of the calls with analysts for quarterly/half-yearly/annual results are uploaded on NSE and BSE through their respective portals and also made available on the website of the Company at www.rallis.com.

Company's Website

The Company maintains a corporate website which is user-friendly, with great communication features and enables ease of navigation and better accessibility to the information wherein comprehensive information such as the Company's business and operations, policies, stock exchange intimations, press releases, etc. can be accessed. The 'Investors' tab on the website provides information relating to financial performance, annual reports, corporate governance reports, policies, general meetings, credit rating, details of unclaimed dividend and shares transferred to IEPF, frequently asked questions, and presentations made to analysts/investors. The proceedings of the 77th AGM held on June 23, 2025 are also available on the website of the Company at www.rallis.com.

Additionally, various downloadable forms required to be executed by the shareholders have also been provided on the Company's website.

If the shareholders wish to raise their queries/complaints, the Company has also provided the facility of raising the same through the Shareholder Query Form available in the 'Investor Information' section under the 'Investors' tab of the website.

Letters and Reminders to Shareholders for Unclaimed Shares/Dividends

The Company sends an annual reminder to the shareholders who have not claimed their dividends. Reminder letters are also sent to those shareholders whose Unclaimed Dividends/Shares are liable to be transferred to the IEPF account.

In addition to the statutory requirement, a voluntary reminder for unclaimed shares and unpaid dividends is also sent to the shareholders as per records every year. The Company has uploaded the names of the Members and the details of the unclaimed dividend pertaining to the Members on its website. The Members may log in to find out details of shares/dividends outstanding for any of the previous years.

It may be noted that outstanding payments will be credited directly to the bank account of the shareholder, only if the folio is KYC compliant.

Online Dispute Resolution ('ODR') Mechanism: In order to streamline the dispute resolution mechanism in the Indian securities market, SEBI introduced a common ODR mechanism which harnesses online conciliation and online arbitration for resolution of all kinds of disputes arising in the Indian securities market. The same can be accessed at <https://smartodr.in/login>.

Social Media

The Company actively leverages social media platforms to consistently inform and engage with its stakeholders.

Other Communication to Shareholders during the year

Furnishing of PAN, KYC details and Nomination details by physical shareholders: A communication has been sent by the Company to its physical shareholders for furnishing details of PAN, e-mail address, mobile number, bank account details, and nomination details.

Registration of e-mail address for the limited purpose of receiving the credentials for remote e-Voting along with the Integrated Annual Report FY 2025-26 at the AGM: Members whose e-mail addresses are not registered and who wish to receive the credentials for remote e-Voting and the Notice of the 78th AGM along with the Integrated Annual Report FY 2025-26 can send their requests to the Company at investor_relations@rallis.com

Updation of details for dividend payment and TDS: The Company also voluntarily sent a communication to all those shareholders whose e-mail addresses were registered with the Company regarding tax on dividend requesting them to update their details.

Saksham Niveshak: Pursuant to the directives of the Investor Education and Protection Fund Authority, the Company successfully implemented the "Saksham Niveshak" initiative, a dedicated 100-day campaign focussed on proactive shareholder engagement. Through this campaign, the Company focuses to assist shareholders in claiming unpaid/unclaimed dividends and updating Know Your Customer ('KYC') details.

The Company created awareness of this campaign through e-mails, website and stock exchanges disclosures along with posts on social media.



Special Window for re-lodgement of transfer of requests of physical shares: SEBI has announced a special window for re-lodging transfer requests of physical shares lodged before April 1, 2019 which were rejected or returned due to deficiencies. The special window is also available for such transfer requests which were submitted earlier and were rejected/ returned/not attended to due to deficiency in the documents/ process or otherwise. Transfers made under this window will be credited only in dematerialised form and will carry a one-year lock-in from the date of transfer registration. The Company has created awareness through e-mails, website, stock exchange disclosures along with posts on social media to encourage shareholders to avail benefit from this facility.

16. General Shareholder Information

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

Annual General Meeting:

Day, Date and time	Tuesday, June 23, 2026 at 3:00 p.m. (IST)
Venue	In accordance with the General Circulars issued by the MCA, the AGM will be held through VC/OAVM only
Financial Year	April 1 to March 31
Record Date	Thursday, June 4, 2026
Dividend Payment date	On or after Thursday, June 25, 2026
Last date for receipt of Proxy Forms	In terms of the relaxations granted by the MCA, the facility for appointment of proxies by Members will not be available for the ensuing AGM
Listing on Stock Exchanges	The Company's Equity Shares are listed on the following Stock Exchanges: BSE Limited ('BSE') Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 National Stock Exchange of India Limited ('NSE') Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 The Company has paid the listing fees to these Stock Exchanges for FY 2025-26 and FY 2026-27.
Stock Code	BSE: 500355 NSE: RALLIS
International Security Identification Number ('ISIN') in NSDL and CDSL for Equity Shares	INE613A01020

Registrar and Transfer Agent:

Members may correspond with the Company's Registrar and Transfer Agent, MUFG Intime India Private Limited ('MUFG Intime' or 'Registrar' or 'RTA'), quoting their folio numbers/DP ID and Client ID at the following addresses:

MUFG Intime India Private Limited

(Formerly Link Intime India Pvt. Ltd.)

Unit: Rallis India Limited

C-101, Embassy 247, L.B.S. Marg, Vikhroli (West)

Mumbai – 400083

Tel: +91-8108118484

E-mail: investor.helpdesk@in.mpms.mufg.com

Website: <https://in.mpms.mufg.com/>

Business Hours: 10:00 a.m. to 5:00 p.m. (Monday to Friday)

Branches :

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

Mumbai:

MUFG Intime India Private Limited

Building 17/19, Office No. 415 Rex Chambers,
Ballard Estate, Walchand Hirachand Marg, Fort,
Mumbai – 400001

Tel: +91 7304874606

Bengaluru:

MUFG Intime India Private Limited

C/o. Mr. D. Nagendra Rao
"Vaghdevi" 543/A, 7th Main
3rd Cross, Hanumanthnagar, SL Bhyrappa RD,
Bengaluru – 560019

Tel: +91-80-26509004

Kolkata:

MUFG Intime India Private Limited

5th Floor, 20 Rasoi court,
RN Mukerjee Road,
Kolkata – 700001

Tel: +91-33-69066200



New Delhi:**MUFG Intime India Private Limited**

Noble Heights, 1st Floor,
Plot No. NH-2, C-1 Block, LSC,
Near Savitri Market, Janakpuri,
New Delhi – 110058

Tel: +91-11-41410592 / 93 / 94

Jamshedpur:**MUFG Intime India Private Limited**

Qtr. No. L-4/5, Main Road, Bistupur
(Beside Chappan - Bhog Sweet Shop)
Jamshedpur - 831001

Tel: +91-657-2426937

Ahmedabad:**MUFG Intime India Private Limited**

5th Floor, 506 to 508,
Amarnath Business Centre-1 (ABC-1)
Beside Gala Business Centre
Nr. St. Xavier's College Corner

Off. C.G. Road, Ellisbridge

Ahmedabad – 380006

Tel: +91-79-26465179

Note: All shareholder queries or service requests in electronic mode are to be raised only through the website of MUFG, the link for which is https://web.in.mpms.mufg.com/helpdesk/Service_Request.html

Share Transfer Process & Dematerialisation

With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation ('LOC') by the Company/RTA while processing service request[#]. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List (not older than 2 months), Demat Conversion Request Form for NSDL/ Demat Request form for CDSL and Latest Client Master List, both attested by Depository Participant, besides mandatory documents for the subject service requests subject to folio being KYC Compliant. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://www.rallis.com/investors/investor-information> and RTA at <https://web.in.mpms.mufg.com/client-downloads.html>

[#]Request for Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

Further, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or the RTA for assistance in this regard.

Details of shares transferred to/released from Suspense Escrow Demat Account ('SEDA') during FY 2025-26 are as under:

Particulars	No. of Shareholders	No. of shares
No. of shareholders and their shares lying in SEDA as on April 1, 2025	2	750
No. of shareholders and their shares transferred to SEDA during FY 2025-26	0	0
No. of shareholders to whom shares were transferred from SEDA during FY 2025-26	0	0
No. of shareholders and their shares lying in SEDA as on March 31, 2026	2	750

The voting rights on the shares transferred to SEDA shall remain frozen till the rightful owner of such shares claims the shares.

In view of the aforesaid, members who are holding shares in physical form are hereby requested to convert their holdings in electronic mode to avail various benefits of dematerialisation.

Secretarial Audit and Other Certificates:

- M/s. Parikh & Associates, Practising Company Secretaries, have conducted the Secretarial Audit of the Company for FY 2025-26. 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, SEBI Listing Regulations, applicable SEBI Regulations, and other laws applicable to the Company. The Secretarial Audit Report forms part of the Board's Report as an Annexure
- A Company Secretary in Practice carries out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with 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 dematerialised form (held with NSDL and CDSL)

- In accordance with the SEBI Circular dated February 8, 2019 and additional affirmations required under the Circulars issued by NSE and BSE dated March 16, 2023 and April 10, 2023, read with Regulation 24A of the SEBI Listing Regulations, the Company has obtained an Annual Secretarial Compliance Report from M/s. Parikh & Associates, Practising Company Secretaries, confirming compliance with all applicable SEBI Regulations, Circulars, and Guidelines for the year ended March 31, 2026
- M/s. Parikh & Associates, Practising Company Secretaries, have 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, the MCA or any other statutory authority. The said Certificate is annexed to this Report.



Disclosure on certain types of agreements binding listed entities:

There are no agreements that require disclosure under clause 5A of paragraph A of Part A of Schedule III of the SEBI Listing Regulations.

Distribution of Shareholding as on March 31, 2026:

Holding of Nominal Value: ₹ 1

No. of Shares	Number of Shareholders*	% of Total Shareholders	Holding	Amount (₹)	% of Capital
1 to 500	1,16,894	88.77	87,13,635	87,13,635	4.48
501 to 1,000	8,590	6.52	61,69,000	61,69,000	3.17
1,001 to 2,000	3,507	2.66	49,71,558	49,71,558	2.56
2,001 to 3,000	983	0.75	24,67,676	24,67,676	1.27
3,001 to 4,000	457	0.35	16,14,231	16,14,231	0.83
4,001 to 5,000	326	0.25	15,06,047	15,06,047	0.77
5,001 to 10,000	511	0.39	36,49,313	36,49,313	1.88
Greater than 10,000	417	0.31	16,53,77,430	16,53,77,430	85.04
Total	1,31,685	100.00	19,44,68,890	19,44,68,890	100.00

*Based on no. of folios

Shareholding Pattern as on March 31, 2026:

Sr. No.	Category of shareholder	Total Holding	Percentage (%)
1	Promoter & Promoter Group	10,71,16,610	55.08
2	Government/Other Public, Financial Institutions and Insurance Companies	29,37,376	1.51
3	Foreign Institutional Investors and Foreign Companies	2,24,57,909	11.55
4	Non Resident Individuals	22,08,242	1.14
5	Other Bodies Corporate & Trust	40,22,604	2.07
6	Nationalised Banks and Mutual Funds	1,93,86,656	9.97
7	Foreign and Other Banks	29	0.00
8	Alternative Investment Funds	4,76,575	0.24
9	IEPF	9,30,582	0.48
10	Individuals	3,49,32,307	17.96
	Total	19,44,68,890	100.00

Dematerialisation of Shares and Liquidity:

The Company's shares are mandatorily traded in dematerialised form.

(%)

Shares Held in	As on March 31, 2026	As on March 31, 2025	As on March 31, 2024
Physical form	0.61	0.66	0.68
Electronic form with NSDL	92.75	92.55	91.23
Electronic form with CDSL	6.64	6.79	8.09

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

Outstanding American Depository Receipts ('ADRs')/Global Depository Receipts ('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 and Hedging Activities:

The Company procures 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 under review, the Company has managed foreign exchange risk and hedged to the extent considered necessary as per the Forex Risk Management Policy. Gross open exposures are reviewed regularly and covered through forward contracts. The details of foreign currency exposure are disclosed in Note No. 37 to the Financial Statements.

Credit Rating:

There were no changes in the credit ratings of the Company during the year under review.

As on March 31, 2026, the Company had a long-term credit rating of AA+/Stable (Reaffirmed) and a short-term credit rating of A1+ (Reaffirmed) from CRISIL Limited for its bank



loan facilities aggregating ₹ 440 crore. Further, the Company had a short-term credit rating of A1+ (Reaffirmed) for Commercial Paper amounting to ₹75 crore.

Transfer to Investor Education and Protection Fund:

(a) Transfer of unclaimed dividend

Members are hereby informed that under the Act, the Company is required to transfer the dividend which remains unpaid or unclaimed for a period of seven (7) consecutive years or more, to the IEPF. Accordingly, a Final Dividend of ₹ 10,37,083 for FY 2017-18 which remained unpaid or unclaimed was transferred to the IEPF Authority in FY 2025-26.

Members are requested to note the following due date(s) for claiming the unpaid or unclaimed dividend declared by the Company for FY 2018-19 and thereafter –

Financial year	Date of declaration	Dividend per share (₹)	Last date for claiming unpaid dividend(s)
2018-19	28-06-2019	2.50	26-07-2026
2019-20	03-07-2020	2.50	31-07-2027
2020-21	24-06-2021	3.00	20-07-2028
2021-22	24-06-2022	3.00	20-07-2029
2022-23	15-06-2023	2.50	15-07-2030
2023-24	20-06-2024	2.50	22-07-2031
2024-25	23-06-2025	2.50	22-07-2032

Members who have not encashed the dividend warrants/ demand drafts so far in respect of the aforesaid period(s) are requested to make their claim to RTA well in advance of the above due dates.

As per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), the Company has uploaded the information in respect of unclaimed dividends as on March 31, 2025 on the website of the Company at <https://www.rallis.com/investors/IEPF>. The same is also available on the website of the IEPF at www.iepf.gov.in.

(b) Transfer of shares to IEPF

Pursuant to the provisions of Sections 124 and 125 of the Act read with the IEPF Rules, all the shares on which dividends remain unpaid or unclaimed for a period of seven (7) consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the MCA. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares. Accordingly, the Company has transferred 30,284 Equity Shares of face value of ₹ 1 each to the demat account of the IEPF Authority during FY 2025-26.

The Company had sent individual notices to all the Members whose shares were due to be transferred to the IEPF Authority and had also published newspaper advertisements in this regard. The details of such shares transferred to IEPF are uploaded on the website of the Company at <https://dividend.rallis.com/iepf>.

(c) Claim from IEPF Authority

Members/Claimants whose shares and unpaid/unclaimed dividends, sale proceeds of fractional shares, etc., have been transferred to the IEPF Authority can claim the same by making an application to the IEPF Authority in e-Form IEPF-5 (available at www.iepf.gov.in) and sending duly signed physical copy of the same to the Company along with requisite documents as prescribed in the instruction kit of e-Form IEPF-5. Link to e-Form IEPF-5 is also available on the website of the Company at <https://dividend.rallis.com/iepf>. No claims shall lie against the Company in respect of the dividends and shares so transferred.

Plant locations:

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



Processing and drying plants:

- (i) Survey No. 318, 321, 322, Kokkonda Village, Mulugu Mandal, Siddipet Dist. 502336, Telangana
- (ii) Jam Jam Agritech Survey No. 25/1, Gundlapochampally, Medchal Mandal & Medchal Dist. 500100, Telangana

Investor Correspondence Address:**Rallis India Limited**

Secretarial Department
23rd Floor, Vios Tower,
New Cuffe Parade, Off Eastern Freeway,
Wadala, Mumbai - 400 037 Tel. No.: +91 22 6232 7400

E-mail: investor_relations@rallis.com

Website: www.rallis.com

OR

**MUFG Intime India Private Limited
(erstwhile Link Intime India Private Limited)**

Unit: Rallis India Limited
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg,
Vikhroli West, Mumbai – 400 083
Tel. No.: +91 810811 8484 Fax No.: +91 22 6656 8494
Website: <https://in.mpms.mufg.com/>
Business Hours: 10.00 a.m. to 5:00 p.m.
(Monday to Friday)

All shareholder queries or service requests in electronic mode are to be raised only through the website of MUFG Intime, the link for which is https://web.in.mpms.mufg.com/helpdesk/Service_Request.html

Weblinks for the matters referred in the Corporate Governance Report are as under:

Sr. No.	Particulars	Weblink
1.	Tata Code of Conduct ('TCoC')	https://www.rallis.com/Upload/Content_Files/TCOC_Revised.pdf
2.	Code of Conduct for Non-Executive Directors	https://www.rallis.com/Upload/PDF/code-of-conduct-for-non-executive-directors.pdf
3.	Detailed profiles of the Directors	https://www.rallis.com/about-us
4.	Terms and Conditions of appointment of Independent Directors	https://www.rallis.com/Upload/PDF/terms-and-conditions-appointment-independent-directors-2019.pdf
5.	Familiarisation programmes for Independent Directors	https://www.rallis.com/Upload/PDF/familiarisation-programme-for-independent-directors--fy-2025-26.pdf
6.	Remuneration Policy for Directors, KMP & other employees	https://www.rallis.com/Upload/PDF/remuneration-policy.pdf
7.	CSR Policy and the Charter of the CSR Committee	https://www.rallis.com/upload/pdf/Rallis_CSR_Policy.pdf
8.	Policy on Material Subsidiaries	https://www.rallis.com/Upload/PDF/policy-material-subsidiaries.pdf
9.	Related Party Transactions Policy	https://www.rallis.com/Upload/PDF/Related-Party-Transactions-Policy.pdf
10.	Policy on Archival	https://www.rallis.com/Upload/PDF/archival-policy.pdf
11.	Policy on Preservation of Documents	https://www.rallis.com/Upload/PDF/policy-for-preservation-of-documents-dec-2015.pdf
12.	Policy on Determination of Materiality	https://www.rallis.com/Upload/PDF/policy-determination-materiality-disclosures-event-or-information.pdf
13.	Dividend Distribution Policy	https://www.rallis.com/Upload/PDF/dividend-distribution-policy.pdf
14.	Whistleblower Policy and Vigil Mechanism	https://www.rallis.com/Upload/PDF/whistleblower-policy.pdf
15.	Policy on interaction with Investors/Analysts and Silent Period	https://www.rallis.com/Upload/PDF/Policy-on-interaction-with-Investors-Analysts-and-Silent-Period.pdf
16.	Investor Service Request forms	https://www.rallis.com/investors/investor-information
17.	Details of unclaimed dividends	https://www.rallis.com/investors/IEPF
18.	Details of Transfer of shares to IEPF	https://www.rallis.com/investors/IEPF
19.	Shareholder Query Form	https://www.rallis.com/investors/shareholder-information
20.	Quarterly/Half-yearly/Annual Results	https://www.rallis.com/investors/financial-performance
21.	Policy on Prevention of Sexual Harassment at Workplace	https://www.rallis.com/Upload/PDF/posh-policy.pdf
22.	Code of Corporate Disclosure Practices	https://www.rallis.com/Upload/Content_Files/code-corporate-disclosure-practices.pdf
23.	Stock Exchange Intimations	https://www.rallis.com/investors/corporate-governance/Stock-Exchange-Intimations





Declaration by the Managing Director & CEO

To,
The Members of
Rallis India Limited

I, Dr. Gyanendra Shukla, 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 financial year ended March 31, 2026.

Dr. Gyanendra Shukla
Managing Director & CEO
DIN: 02922133

Mumbai, April 23, 2026

CEO/CFO Certification

IN RESPECT OF FINANCIAL STATEMENTS AND CASH FLOW STATEMENT

[Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended March 31, 2026]

To,
The Board of Directors
Rallis India Limited

We hereby certify that:

- a) We have reviewed the Financial Statements and the Cash Flow Statement of Rallis India Limited ('the Company') for the year ended March 31, 2026, and confirm to the best of our knowledge and belief that:
 - i. these statements / results do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading;
 - ii. these statements / results together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the period which are fraudulent, illegal or violate the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls over financial reporting and we have evaluated the effectiveness of the internal control system of the Company in respect of financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the controls, if any, of which we are aware and the steps taken and proposed to be taken for rectifying these deficiencies.
- d) We also certify that we have indicated to the auditors and the Audit Committee that:
 - i) there have been no significant changes during the period in internal controls over financial reporting;
 - ii) there have been no significant changes in accounting policies;
 - iii) there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Dr. Gyanendra Shukla
Managing Director & CEO
DIN: 02922133
Mumbai, April 26, 2026

Bhaskar Swaminathan
Chief Financial Officer



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 March 31, 2026, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) 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 and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, 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 March 31, 2026.

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

Partner

FCS: 6488 **CP:** 6018

UDIN: F006488H000204235

PR No.: 7327/2025

Date: 27.04.2026

Mumbai



Practising Company Secretaries' Certificate on non-disqualification of Directors

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members
RALLIS INDIA LIMITED

23rd Floor, Vios Tower,
New Cuffe Parade, Off Eastern Freeway, Wadala,
Mumbai 400 037

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **RALLIS INDIA LIMITED** having **CIN L36992MH1948PLC014083** and having registered office at 23rd Floor, Vios Tower, New Cuffe Parade, Off Eastern Freeway, Wadala, Mumbai 400037 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number ('DIN') status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name of Director	DIN	Date of Appointment in Company*
1.	Mr. Gyanendra Shukla	02922133	01/04/2024
2.	Dr. C. V. Natraj	07132764	22/07/2016
3.	Ms. Padmini Khare Kaicker	00296388	22/07/2016
4.	Mr. R. Mukundan	00778253	03/12/2009
5.	Mr. S. Padmanabhan	00306299	01/08/2024
6.	Mr. Mahesh Kumar Girdhar	10270848	10/12/2025
7.	Mr. Ashok Hiralal Sharma	02766679	10/02/2026

*the date of appointment is as per the MCA Portal.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate 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

Partner

FCS: 6488 **CP:** 6018

UDIN: F006488H000204180

PR No.: 7327/2025

Mumbai,

Date: 27.04.2026

