

# Notice

**NOTICE IS HEREBY GIVEN THAT THE SEVENTY-EIGHTH (78<sup>TH</sup>) ANNUAL GENERAL MEETING OF THE MEMBERS OF RALLIS INDIA LIMITED WILL BE HELD ON TUESDAY, JUNE 23, 2026 AT 3:00 P.M. (IST) THROUGH VIDEO CONFERENCING FACILITY OR OTHER AUDIOVISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:**

## Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of ₹ 3/- per Equity Share of face value of ₹ 1/- each for the financial year ended March 31, 2026.
3. To appoint a Director in place of Mr. S. Padmanabhan (DIN: 00306299), who retires by rotation and being eligible, offers himself for re-appointment up to and inclusive of May 14, 2028.

## Special Business

4. **Appointment of Ms. Rashmi Joshi (DIN: 06641898) as an Independent Director**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** Ms. Rashmi Joshi (DIN: 06641898) who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective April 3, 2026 by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, in terms of Section 161 of the Companies Act, 2013 (‘the Act’) read with related Rules [including any modification(s) or re-enactment(s) thereof] and Article 116 of the Articles of Association of the Company, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended, and the Articles of Association of the Company, the appointment of Ms. Rashmi Joshi (DIN: 06641898), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration

to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from April 3, 2026, up to April 2, 2031 (both days inclusive) be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

5. **Appointment of Mr. David Francis Crean (DIN: 09584874) as an Independent Director**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** Mr. David Francis Crean (DIN: 09584874) who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective April 27, 2026 by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, in terms of Section 161 of the Companies Act, 2013 (‘the Act’) read with related Rules [including any modification(s) or re-enactment(s) thereof] and Article 116 of the Articles of Association of the Company, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended, and the Articles of Association of the Company, the appointment of Mr. David Francis Crean (DIN: 09584874), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from April 27, 2026, up to April 26, 2031 (both days inclusive) be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”



## 6. Ratification of Remuneration of the Cost Auditors

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

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the remuneration of ₹ 6,60,000 plus applicable taxes, travelling and out-of-pocket expenses incurred in connection with the cost audit payable to M/s. D.C. Dave & Co., Cost Accountants (Firm Registration No. 000611), who are appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year ending March 31, 2027.

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

### Notes:

- The Ministry of Corporate Affairs ('MCA') has, vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, along with subsequent circulars issued in this regard and the latest dated September 22, 2025 (collectively referred to as 'MCA Circulars'), permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility/Other Audio Visual Means ('OAVM') without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), and MCA Circulars, the 78<sup>th</sup> AGM of the Company is being held through VC/OAVM on **Tuesday, June 23, 2026 at 3:00 p.m. (IST)**. The deemed venue of the 78<sup>th</sup> AGM shall be the Registered Office of the Company.
- PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP, AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
- The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item Nos. 4 to 6 of the Notice is annexed hereto. The Board of Directors has considered and decided to include Item Nos. 4 to 6 as given above as Special Business in the forthcoming AGM as they are unavoidable in nature.
- The relevant details as set out under Item Nos. 3 to 5 of the Notice pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings, as amended and issued by the Institute of Company Secretaries of India ('ICSI'), in respect of the Director seeking appointment / re-appointment at this AGM are also annexed to this Notice.
- Requisite declarations have been received from Directors seeking appointment/re-appointment.
- The Members can join the AGM in the VC/OAVM mode 30 minutes before and up to 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The Members will be able to view the live proceedings by logging into the National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come, first served basis as per the MCA Circulars.
- The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 78<sup>th</sup> AGM through VC/OAVM facility. Corporate/Institutional Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutiniser by e-mail at [bhaskar@nlba.in](mailto:bhaskar@nlba.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
- In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice of this AGM and explanatory statement will be available electronically for inspection by the Members during the AGM. Members who wish to inspect such documents can send their requests to the Company at [investor\\_relations@rallis.com](mailto:investor_relations@rallis.com) by mentioning their name and Folio number/DP ID and Client ID.
- In line with the MCA and SEBI Listing Regulations, the Notice of the AGM along with the Integrated Annual Report 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants ('DPs'), unless any Member has requested for a



physical copy of the same. The Company shall send a physical copy of the Integrated Annual Report 2025-26 to those Members who request the same at [investor\\_relations@rallis.com](mailto:investor_relations@rallis.com) mentioning their Folio No./DP ID and Client ID. In accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter is being sent to the shareholders whose e-mail addresses are not registered with the Company/DP, providing a web-link and QR code for accessing the Integrated Annual Report 2025-26. The Notice convening the 78<sup>th</sup> AGM has been uploaded on the website of the Company at [www.rallis.com](http://www.rallis.com) under the 'Investors' section and can also be accessed on the websites of the Stock Exchanges i.e., BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

9. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Members who have any grievance/complaints are requested to write to Company's Registrar & Transfer Agent i.e., MUFG Intime India Private Limited ('MUFG Intime' or 'Registrar' or 'RTA'), and if required they may escalate to the Company Secretary. If the member is not satisfied with the response a complaint can be lodged on SCORES – SEBI portal. However, post exhausting of all the options to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://www.rallis.com/investors/investor-information>.

#### 10. Record Date and Dividend:

- i. The Company has fixed **Thursday, June 4, 2026** as the 'Record Date' for determining entitlement of Members to dividend for the financial year ended March 31, 2026, if declared at the AGM.

The dividend of ₹ 3/- per share (i.e. 300%) on the Equity Shares of the Company of ₹ 1 each, if approved at the AGM, will be paid, subject to deduction of income tax at source ('TDS'), as applicable, **on or after Thursday, June 25, 2026** as under:

- a) to all Beneficial Owners in respect of shares held in electronic form as per the data as may be made available by depositories at the close of business hours on **Thursday, June 4, 2026**; and
- b) to all those Members holding shares in physical form, whose names stand registered in the Company's Register of Members as Members on the close of the business hours on **Thursday, June 4, 2026**.
- ii. Dividend income is taxable in the hands of the Shareholders and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the Income Tax Act, 2025 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status,

Permanent Account Number ('PAN'), Category as per the IT Act with their DPs or, in case shares are held in physical form, with the Company/MUFG Intime by sending documents through e-mail by **Tuesday, June 2, 2026**.

The detailed process is available on the website of the Company at: <https://www.rallis.com/investors/investor-information>.

A communication providing information and detailed instructions with respect to tax on the dividend for the financial year ended March 31, 2026, has been sent separately to the Members whose e-mail addresses are registered with the Company/DPs.

Key documents to be submitted/uploaded as per Income Tax Rules 2026:

Category of Shareholder	Document(s) to be submitted/uploaded
Resident individual shareholders with PAN* and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax	Form 121 (erstwhile Form No. 15G or Form No. 15H)
Non-resident shareholders [including Foreign Portfolio Investors (FPIs)] who can avail beneficial rates under tax treaty between India and their country of tax residence	<ul style="list-style-type: none"> <li>i. No Permanent Establishment Declaration</li> <li>ii. Beneficial Ownership Declaration</li> <li>iii. Tax Residency Certificate</li> <li>iv. Copy of electronically filed Form 41 (erstwhile Form 10F)</li> <li>v. Any other document which may be required</li> </ul>

*\*If PAN is not correct/invalid/inoperative/not linked to Aadhar then tax will be deducted at higher rates and credit of TDS will not be available. [Section 397 of the Income Tax Act, 2025]*

#### iii. Updation of mandate for receiving dividends directly in bank account through Electronic Clearing System or any other means in a timely manner:

In terms of the SEBI Listing Regulations, 2015, as amended, with effect from November 18, 2025, dividends shall be processed only in electronic mode, and payment through dividend warrants or cheques has been discontinued. Accordingly, all members are requested to updated their complete bank details against their respective accounts.

**Shares held in physical form:** Members are requested to send the following documents in original to MUFG Intime latest by **Tuesday, June 2, 2026**:

- a. Form ISR-1 along with the supporting documents. The said form is available on the website of the



Company at <https://www.rallis.com/investors/investor-information> and on the website of the RTA at <https://web.in.mpms.mufg.com/KYC-downloads.html>.

- b. Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:
  - i) cancelled cheque in original.
  - ii) bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and the full address of the Bank branch.
- c. Self-attested photocopy of the PAN Card of all holders; and
- d. Self-attested photocopy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Members holding shares in physical form who are non-KYC compliant may please note that the payment of dividend will be held in abeyance till such time the Member submits the required information in prescribed forms along with the supporting documents.

**Shares held in electronic form:** Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories, and the Company will not be able to accept any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members are requested to update their Electronic Bank Mandate with their respective DPs by **Tuesday, June 2, 2026.**

Further, please note that instructions, if any, already given by the Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

#### 11. **Unclaimed Dividends and Investor Education and Protection Fund ('IEPF'):**

Pursuant to the provisions of Section 124 of the Act, the dividend which remains unpaid/unclaimed for a period of seven (7) consecutive years from the date of transfer to the unpaid dividend account of the Company is required to be transferred to the Investor Education and Protection Fund ('IEPF') established by the Central Government. The details of unclaimed dividend/shares transferred to IEPF during FY 2025-26 have been provided in the Corporate Governance Report, which forms part of this Integrated Annual Report.

The Members whose unclaimed dividends and/or shares have been transferred to IEPF may write to the Company/RTA and submit the required documents for issue of Entitlement Letter. The Members may then make an application to the IEPF Authority in web Form IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) by attaching the Entitlement Letter and other documents.

#### 12. **Updation of PAN, KYC and other details:**

Pursuant to relevant SEBI Circulars, dividend to the security holders holding shares in physical mode shall be paid in electronic mode only and if the folio is KYC Compliant. A folio will be considered as KYC compliant on registration of all details viz. full address with pin code, mobile no., e-mail address, bank details, valid PAN linked to Aadhaar of all holders in the folio, specimen signature, nomination, etc. Relevant FAQs have been published by SEBI in this regard which can be viewed at [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2026/1767611333081.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf)

The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3, ISR-4, ISR-5, SH-13 and SH-14 are available on our website at <https://www.rallis.com/investors/investor-information>. In view of the above, we urge Members holding shares in physical form to submit the required forms duly filled up and signed, along with the supporting documents at the earliest to the Company/RTA.

A communication has been sent by the Company to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC, and Nomination details. Members holding shares of the Company in physical form are requested to go through the requirements on the website of the Company at <https://www.rallis.com/investors/investor-information> to furnish the abovementioned details.

Further, Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile nos, PAN, mandates, nomination, power of attorney, bank details, bank account number, MICR code, IFSC, etc. to RTA for shares held in physical form and to their respective DPs for shares held in electronic form.

To prevent fraudulent transactions, Members are advised (i) to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible (ii) not to leave their demat account(s) dormant for long and (iii) to obtain periodic statement of holdings from the concerned DPs and verify from time to time.

#### 13. **Dematerialisation of shares:**

Members may please note that SEBI has mandated the listed companies to issue securities in demat form only, while processing any service requests viz., issue of duplicate securities certificate; claim on Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition 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>.

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.



Members holding shares in physical form may raise a service request at [https://web.in.mpms.mufig.com/helpdesk/Service\\_Request.html](https://web.in.mpms.mufig.com/helpdesk/Service_Request.html) for any assistance relating to the shares of the Company.

14. The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrar to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend, etc. This request should be submitted in Form ISR-1. Members holding shares in physical form are requested to submit the filled-in form to the Company or to the RTA in original as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DPs only and not to the Company or MUFG Intime.

15. RTA has implemented below investor initiatives as part of their constant endeavor to enhance investor servicing:

- 'SWAYAM'** is a secure, user-friendly web-based application developed by our RTA, that empowers investors to effortlessly access various services. Investors are requested to get registered on this application which can be accessed at <https://swayam.in.mpms.mufig.com/>
- 'iDIA'** is a Chatbot developed by our RTA that utilises conversational technology to provide investors with a round-the-clock intuitive platform to ask questions and get information about queries. Talk to iDIA by logging in to <https://in.mpms.mufig.com>
- FAQs** - The FAQ section on the RTA's website has very detailed answers to almost all probable investor queries. Please visit <https://web.in.mpms.mufig.com/faq.html> to find answers to your queries related to securities.

16. **Special window for re-lodgement of physical share transfer requests:**

Pursuant to SEBI Circular dated HO/38/13/11(2)2026-MIRSD-POD/1/3750/2026 dated January 30, 2026, members who have executed transfer deed(s) in respect of physical securities sold/purchased prior to April 1, 2019, and where the original security certificate is available, including cases of fresh lodgement or where earlier requests were rejected, returned or not attended due to deficiencies, have been provided a special window till February 4, 2027, to lodge/re-lodge their transfer requests.

Transfers would be approved if all the requisite documents are in place. Transfer under this window will be credited only in dematerialised form and will carry a one-year lock-in period from the date of transfer registration. Members can contact the Company or the RTA, for assistance in this regard.

17. **Simplification of Procedure for Issuance of Duplicate share certificates:**

SEBI has simplified the process for issuing duplicate share certificates. The documentation requirements have been standardised as below:

Value	Required Documents
Up to ₹ 10,000	Undertaking on plain paper (no notarisation required)
Above ₹10,000 and up to ₹10 lakh	Single Affidavit-cum-Indemnity bond on a non-judicial stamp paper of appropriate value
above ₹10 lakh	Affidavit-cum-Indemnity Bond along with FIR/Police Complaint

Letter of Confirmation will not be issued with effect from April 2, 2026, and the RTA will directly credit the shares to the Member's demat account. Apart from the mandated documents for the relevant service request (including transmission or transposition), members are also required to submit the Demat Conversion Request Form (for NSDL) / Demat Request Form (for CDSL), along with the latest Client Master List (not older than two months), both duly attested by their Depository Participant, along with Form ISR-4.

18. **Nomination facility:** As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the website of the Company at [www.rallis.com/investors/investor-information](http://www.rallis.com/investors/investor-information). Members are requested to submit the requisite form to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no.
19. **Process for registering e-mail addresses to receive the credentials for remote e-Voting along with this Notice:**

Member, whose e-mail address is not registered with the Company/RTA or with their respective DPs and who wish to receive the credentials for remote e-Voting along with the Notice of the 78<sup>th</sup> AGM and the Integrated Annual Report 2025-26 can get their e-mail address registered by sending a request to the Company at [investor\\_relations@rallis.com](mailto:investor_relations@rallis.com) on or before 5.00 p.m. (IST) on Tuesday, June 16, 2026.

**Registration of e-mail addresses permanently with the Company/DPs:**

To support the Green initiative, Members are requested to register their e-mail addresses with their concerned DPs, in respect of electronic holding and with the RTA, in respect of physical holding. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA for all future communications.

20. **Remote e-Voting before/during the AGM:**

i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard-2 on General Meetings issued by ICSI, and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, read with the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted as mentioned in the Notice of the AGM. For this purpose, the Company has appointed NSDL for facilitating voting through electronic means. The facility of casting votes by a Member using remote e-Voting before the Meeting as well as remote e-Voting during the AGM will be provided by NSDL.

ii. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of **Tuesday, June 16, 2026**, may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information



purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as during the AGM. Any non-individual Member or Member holding securities in physical mode who acquires shares of the Company and becomes a Member of the Company after the despatch of the Notice and holding shares as on the cut-off date i.e. **Tuesday, June 16, 2026**, may obtain the User ID and Password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

However, if the Member is already registered with NSDL for remote e-Voting then the existing User ID and Password can be used for casting the vote.

Individual Members holding securities in demat mode, who acquire shares of the Company and becomes a Member of the Company after despatch of the Notice and holding shares as of the cut-off date i.e. **Tuesday, June 16, 2026**, may follow the login process mentioned below in point 23(B).

- iii. The remote e-Voting period commences on **Friday, June 19, 2026 at 9.00 a.m. (IST)** and ends on **Monday, June 22, 2026 at 5.00 p.m. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before/during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of **Tuesday, June 16, 2026**.
  - iv. Members will be provided with the facility for voting through remote e-Voting during the proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote on such resolution(s) again.
  - v. The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
21. The Board of Directors has 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 before and during the AGM in a fair and transparent manner.
  22. The Scrutiniser will submit his report to the Chairman or to any other person authorised by the Chairman after completion of scrutiny of the votes cast through remote e-Voting before/during the AGM, within the time stipulated under the applicable laws. The results declared along with the Scrutiniser's report shall be communicated to the Stock Exchanges on which the Company's shares are listed and will also be displayed on the Company's website at [www.rallis.com](http://www.rallis.com); NSDL's website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and notice board at the Registered Office of the Company.

23. Instructions for Members for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below:

#### A. INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM

- i. Members will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast through the NSDL e-Voting system. You may access the same at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) by using your remote e-Voting credentials. Members may access the same by following the steps mentioned below for login to NSDL e-Voting system. After successful login, you will see a link of 'VC/OAVM' placed under 'Join Meeting' menu against the Company's name. You are requested to click on 'VC/OAVM' link placed under 'Join Meeting' menu. The link for VC/OAVM will be available in Shareholder/Member login where the **EVEN** of Company i.e., **139351** will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice to avoid last minute rush.
- ii. Members may join the Meeting through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot might experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- iii. Members are encouraged to submit their questions with regard to the financial statements or any other matter to be placed at the 78<sup>th</sup> AGM from their registered e-mail address, mentioning their name, DP ID and Client ID/Folio No. and mobile number in advance at [investor\\_relations@rallis.com](mailto:investor_relations@rallis.com) before 11.00 a.m. (IST) on Saturday, June 20, 2026. Such questions of the Members shall be suitably replied to by the Company.
- iv. Members who would like to express their views / ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio No., PAN and mobile no. at [investor\\_relations@rallis.com](mailto:investor_relations@rallis.com) from Wednesday, June 10, 2026 (9.00 a.m. IST) to Saturday, June 13, 2026 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- v. Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) / 022-4886 7000 or send a request to Ms. Pallavi Mhatre, NSDL or Mr. Amit Vishal, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).



## B. INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/DURING THE AGM

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

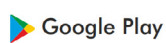
##### A) Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page, click on the '<b>Beneficial Owner</b>' icon under '<b>Login</b>' which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value-added services. Click on '<b>Access to e-Voting</b>' under e-Voting services and you will be able to see e-Voting page. Click on the Company name or <b>e-Voting service provider ('ESP') i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual Meeting and e-Voting during the Meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> Select '<b>Register Online for IDeAS Portal</b>' or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon '<b>Login</b>' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the Company name or <b>ESP i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual Meeting and e-Voting during the Meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App '<b>NSDL Speede</b>' by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on the on login icon and My Easi New (Token) and then use your existing my Easi username and password.</li> <li>After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual Meeting and voting during the Meeting. Additionally, there are also links provided to access the system of all ESP, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a>. Click on login and My Easi New (Token) and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also be able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the Company name or <b>ESP i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual Meeting and voting during the Meeting.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use 'Forget User ID' and 'Forget Password' option available at the above mentioned website.

#### Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911

#### B) Login Method for e-Voting and joining virtual Meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

##### How to log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL by clicking/typing the following URL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) either on a personal computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the 'Login' icon which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services i.e., IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.



4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****
c) For Members holding shares in Physical Form	EVEN followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 139351, then User ID is 139351001***

5. **Password details for shareholders other than Individual shareholders are given below:**

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail ids are not registered.
6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
- Click on '**Forgot User Details/Password?**' (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - 'Physical User Reset Password'** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
  - Now, you will have to click on 'Login' button.
  - After you click on the 'Login' button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

#### How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies EVEN in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select 'EVEN' of the Company i.e., **139351** for which you wish to cast your vote during the remote e-Voting period or cast your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC/OAVM' link placed under 'Join Meeting'.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- Upon confirmation, the message 'Vote cast successfully' will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



**The instructions for remote e-Voting during the AGM are as under:**

1. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/OAVM.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through remote e-Voting system during the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for remote e-Voting during the AGM shall be the same person mentioned for remote e-Voting.

For ease of understanding, the Members may refer the chart for e-Voting and joining the virtual AGM through VC/OAVM by scanning the below QR code:



Mumbai, April 27, 2026

**Registered Office:**

Rallis India Limited  
(CIN: L36992MH1948PLC014083)  
23<sup>rd</sup> 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](mailto:investor_relations@rallis.com)  
Website: [www.rallis.com](http://www.rallis.com)

**General Guidelines for shareholders**

1. Institutional/Corporate shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc., with attested specimen signature of the duly authorised/signatory(ies) who are authorized to vote, to the Scrutiniser by e-mail to [bhaskar@nlba.in](mailto:bhaskar@nlba.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc., by clicking on 'Upload Board Resolution/Authority Letter' displayed under 'e-Voting' tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre or Mr. Amit Vishal at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**By Order of the Board of Directors**

**Sariga P Gokul**

Company Secretary & Compliance Officer  
ACS 39637



# Explanatory Statement

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 6 of the accompanying Notice dated April 27, 2026:

## Item No. 4

The Nomination and Remuneration Committee ('NRC'), after considering several candidates and evaluating their skills, expertise, and competencies required for the Board, and in the context of the business and sectors of the Company, identified that Ms. Rashmi Joshi (DIN: 06641898) possesses the requisite skills and capabilities and that she is eligible for appointment as an Independent Director.

Based on the recommendations of the NRC, the Board, had appointed Ms. Rashmi Joshi (DIN: 06641898) as an Additional Director in Independent Capacity of the Company, effective April 3, 2026, not liable to retire by rotation, for an initial term of 5 (five) consecutive years commencing from April 3, 2026, up to April 2, 2031 (both days inclusive), under Sections 149, 150 and 152 and other applicable provisions of the Act, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), and in line with the Articles of Association of the Company, subject to the approval of the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing her candidature for the office of Director. The profile and specific areas of expertise of Ms. Rashmi Joshi forms part of this Notice.

Ms. Rashmi Joshi has given her declaration to the Board, *inter alia*, that (i) she meets the criteria of independence as provided in Section 149(6) of the Act, read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations; and (ii) she is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact her ability to discharge her duties in terms of Regulation 25(8) of the SEBI Listing Regulations. Further, the Company has also received from Ms. Rashmi Joshi (i) consent in writing to act as Director pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and; (ii) intimation that she is not disqualified under Section 164 of the Act. Ms. Rashmi Joshi has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018, issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies. Ms. Joshi has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Board is of the opinion that, given her experience, Ms. Joshi possesses the identified core skills, expertise, and competencies fundamental for effective functioning in her role as an Independent Director of the Company, and her association would be of immense benefit to the Company.

Further, in the opinion of the Board, Ms. Rashmi Joshi is a person of integrity having experience and expertise across industries for appointment in the Board, fulfils the conditions specified in the Act and the Rules made thereunder, read with the provisions of the SEBI Listing Regulations, each as amended, and she is independent of the Management of the Company.

A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of her appointment, will be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

In compliance with the provisions of Section 149, read with Schedule IV to the Act and Regulation 17 of the SEBI Listing Regulations, the appointment of Ms. Rashmi Joshi as an Independent Director is now being placed before the Members for their approval.

The Board commends the Special Resolution set out in Item No. 4 of the accompanying Notice for approval of the Members.

Except Ms. Rashmi Joshi and her relatives, none of the Directors or Key Managerial Personnel ('KMP') of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out in the accompanying Notice. Ms. Joshi is not related to any other Director or KMP of the Company.

Disclosures 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 are annexed to this Notice.

## Item No. 5

The Nomination and Remuneration Committee, after considering several candidates and evaluating their skills, expertise, and competencies required for the Board, identified that Mr. David Francis Crean (DIN: 09584874) possesses the requisite skills and capabilities and that he is eligible for appointment as an Independent Director.

Based on the recommendations of the NRC, the Board, had appointed Mr. David Francis Crean (DIN: 09584874) as an Additional Director in Independent Capacity of the Company, effective April 27, 2026, not liable to retire by rotation, for an initial term of 5 (five) consecutive years commencing from April 27, 2026, up to April 26, 2031 (both days inclusive), under Sections 149, 150 and 152 and other applicable provisions of the Act, and SEBI Listing Regulations, and in line with the Articles of Association of the Company, subject to the approval of the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Crean forms part of this Notice.

Mr. David Crean has given his declaration to the Board, *inter alia*, that (i) he meets the criteria of independence as provided in Section 149(6) of the Act, read with the Rules framed thereunder



and Regulation 16(1)(b) of the SEBI Listing Regulations; and (ii) he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties in terms of Regulation 25(8) of the SEBI Listing Regulations. Further, the Company has also received from Mr. David Crean (i) consent in writing to act as Director pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and; (ii) intimation that he is not disqualified under Section 164 of the Act. Mr. David Crean has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018, issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies. Mr. Crean has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Board is of the opinion that, given his experience, Mr. Crean possesses the identified core skills, expertise, and competencies fundamental for effective functioning in his role as an Independent Director of the Company, and his association would be of immense benefit to the Company.

Further, in the opinion of the Board, Mr. Crean is a person of integrity having experience and expertise across industries for appointment in the Board, fulfils the conditions specified in the Act and the Rules made thereunder, read with the provisions of the SEBI Listing Regulations, each as amended, and he is independent of the Management of the Company.

A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment, will be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

In compliance with the provisions of Section 149, read with Schedule IV to the Act and Regulation 17 of the SEBI Listing Regulations, the appointment of Mr. David Crean as an Independent Director is now being placed before the Members for their approval.

The Board commends the Special Resolution set out in Item No. 5 of the accompanying Notice for approval of the Members.

Mumbai, April 27, 2026

**Registered Office:**

Rallis India Limited  
 (CIN: L36992MH1948PLC014083)  
 23<sup>rd</sup> 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](mailto:investor_relations@rallis.com)  
 Website: [www.rallis.com](http://www.rallis.com)

Except Mr. David Crean and his relatives none of the Directors or Key Managerial Personnel ('KMP') of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out in the accompanying Notice. Mr. Crean is not related to any other Director or KMP of the Company.

Disclosures 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 are annexed to this Notice.

**Item No. 6**

Pursuant to the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice. Further, in accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s. D.C. Dave & Co. (Firm Registration No. 000611), as the Cost Auditors of the Company to conduct audit of the cost records of the Company for the financial year ending March 31, 2027 at a remuneration of ₹ 6,60,000 plus applicable taxes, travelling and out-of-pocket expenses.

Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 6 of the accompanying Notice for ratification of the remuneration amounting to ₹ 6,60,000 plus applicable taxes, travelling and out-of-pocket expenses payable to the Cost Auditors for the financial year ending March 31, 2027.

The Board commends the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

**By Order of the Board of Directors**

**Sariga P Gokul**

Company Secretary & Compliance Officer  
 ACS 39637



## Details of Directors seeking Appointment / Re-appointment at the AGM

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings]

Name of the Director	Mr. S. Padmanabhan (Non-Executive, Non-Independent Director)	Ms. Rashmi Joshi (Non-Executive, Independent Director)	Mr. David Francis Crean (Non-Executive, Independent Director)
<b>DIN</b>	00306299	06641898	09584874
<b>Date of Birth</b>	May 15, 1958	July 30, 1966	December 13, 1960
<b>Age</b>	67 years	59 years	65 years
<b>Date of first appointment</b>	August 1, 2024	April 3, 2026	April 27, 2026
<b>Qualifications</b>	Mr. S. Padmanabhan is a Glaxo Marketing Scholar Medalist, a distinguished alumnus from IIM Bengaluru. He is also a Gold Medalist, a distinguished alumnus from PSG College of Technology, Coimbatore. He has completed the Advanced Management Program at the Harvard Business School.	Ms. Rashmi Joshi is a qualified Chartered Accountant and Company Secretary.	Mr. David Crean holds a BSc (Hons) degree in Applied Biology from Liverpool Polytechnic.
<b>Profile Experience, and Skills and capabilities required for the role</b>	Mr. S. Padmanabhan is a seasoned leader with over four decades of distinguished experience across the Tata Group, spanning technology, power, aviation, human resources, corporate strategy, governance, and business excellence. He is a Trustee of the AI-171 Memorial and Welfare Trust. He retired in 2023 from Tata Sons Private Limited, concluding a career of over 41 years with the Tata Group, which began with Tata Consultancy Services Limited ('TCS') in 1982. Over this period, he held several leadership positions and was closely associated with strategic transformation and governance frameworks across Tata companies. He previously served as the Group Chief Human Resources Officer at Tata Sons, enabling key HR policies and initiatives across the Group. He served as Chairman of the Governing Council of the Tata Business Excellence Group ('TBExG'), playing a pivotal role in enterprise-wide excellence and performance benchmarking. Between 2008 and 2014, he served as Executive Director – Operations at The Tata Power Company Limited. During his 26-year tenure at TCS, he held multiple leadership roles, including	Ms. Rashmi Joshi has over three decades of experience in large multinational organisations across various sectors such as Fast Moving Consumer Goods, consumer durables, pharmaceuticals, and lubricants industry. She has held leadership positions in various organisations across India, Asia-Pacific and the Middle East, managing regional and global roles, driving corporate governance, risk management, financial strategy, and boardroom dynamics. Ms. Joshi served as Executive Director and Chief Financial Officer of Castrol India Limited, where she played a key role in strengthening governance frameworks, financial planning, and business strategy. She has successfully led Mergers & Acquisitions initiatives, corporate restructuring, and multi-entity management, contributing to operational efficiencies, and long-term value creation. She possesses a strong track record in collaborating with leadership teams and has been instrumental in enhancing organisational credibility and risk management practices. In the past, she also served on the Boards of Thirdware Solutions Limited, Godrej Industries Limited and Castrol Philippines.	Mr. David F. Crean is a seasoned business leader and food industry executive with more than 40 years of international experience in innovation, research and development, food science, quality, food safety, and corporate governance. He spent 35 years at Mars, Incorporated ('Mars'), holding senior leadership roles across Europe and North America and ultimately serving as Vice President of Corporate R&D and Chief Science Officer. At Mars, Mr. Crean developed analytical techniques, established global technology and research platforms, led product and business innovation, was active in acquisitions and contributed to profitable growth across emerging and developed markets, including the launch of more than 70 products. He played a central role in strengthening Mars' approach to science, food safety and quality, helping to develop the Company's policies and Quality Management Process and establishing the Mars Global Food Safety Center in Huairou, China. Since retiring from Mars in 2021, Mr. Crean has combined board service, advisory work, and investment support with continued engagement in food science and innovation.



Name of the Director	Mr. S. Padmanabhan (Non-Executive, Non-Independent Director)	Ms. Rashmi Joshi (Non-Executive, Independent Director)	Mr. David Francis Crean (Non-Executive, Independent Director)
	<p>Executive Director – Human Resources, Head of Application Development &amp; Maintenance, Head of Airlines Practice, and Country Manager – TCS Switzerland, while strengthening industry-academia collaboration and driving international workforce excellence. He was the founding CEO of Aviation Software Development Consultancy, a joint venture between TCS and Singapore Airlines, and played a significant role in the USD 1 billion TCS IPO.</p>		<p>He is Founder and Director of STRIDE Food R&amp;D Consultancy Limited, an Independent Director of Tata Consumer Products Limited, an Investment Adviser to The March Group, and a Science Adviser to Oatly. He previously chaired the Global Food Safety Initiative's Science and Technology Advisory Group and has contributed to major United Nations (FAO and WHO) linked food security and food safety forums.</p>
<b>Expertise in specific functional areas</b>	<ul style="list-style-type: none"> <li>● Leadership</li> <li>● Industry Experience</li> <li>● IT and Digitalisation</li> <li>● Strategy</li> <li>● Finance and Governance</li> <li>● HR and Communication</li> <li>● Safety and Sustainability</li> <li>● Multiple Geography Experience</li> </ul>	<ul style="list-style-type: none"> <li>● Leadership</li> <li>● IT and Digitalisation</li> <li>● Strategy</li> <li>● Finance and Governance</li> <li>● HR and Communication</li> <li>● Multiple Geography Experience</li> </ul>	<ul style="list-style-type: none"> <li>● Leadership</li> <li>● Science and Technology</li> <li>● IT and Digitalisation</li> <li>● Strategy</li> <li>● HR and Communication</li> <li>● Multiple Geography Experience</li> </ul>
<b>Terms and conditions of re-appointment</b>	<p>Re-appointment as a Director, liable to retire by rotation up to and inclusive of May 14, 2028.</p>	<p>Appointment as a Non-Executive, Independent Director for a term of 5 (five) consecutive years w.e.f., April 3, 2026, up to April 2, 2031 (both days inclusive), not liable to retire by rotation.</p>	<p>Appointment as a Non-Executive, Independent Director for a term of 5 (five) consecutive years w.e.f., April 27, 2026, up to April 26, 2031 (both days inclusive), not liable to retire by rotation.</p>
<b>Details of remuneration last drawn (FY 2025-26)</b>	<p>Sitting Fees: ₹ 2,80,000 Commission: ₹ 60,00,000*</p>	<p>Not Applicable</p>	<p>Not Applicable</p>
<b>Details of remuneration sought to be paid</b>	<p>Sitting Fees and Commission, if any, as approved by the Board of Directors.</p>	<p>Sitting Fees and Commission, if any, as approved by the Board of Directors.</p>	<p>Sitting Fees and Commission, if any, as approved by the Board of Directors.</p>
<b>Directorships in other Companies (excluding foreign companies) as on March 31, 2026</b>	<ol style="list-style-type: none"> <li>1. Tata Chemicals Limited (Listed Entity)</li> <li>2. The Associated Building Company Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Bharat Forge Limited (Listed Entity)</li> <li>2. Orkla India Limited (Listed Entity)</li> <li>3. Foseco Crucible (India) Limited [Formerly known as Morganite Crucible (India) Limited] (Listed Entity)</li> <li>4. Elevate Campuses Limited</li> <li>5. Vesuvius India Limited (Listed Entity)</li> <li>6. GE Vernova T&amp;D India Limited (Formerly Known as GE T&amp;D India Limited) (Listed Entity)</li> </ol>	<ol style="list-style-type: none"> <li>1. Tata Consumer Products Limited (Listed Entity)</li> </ol>



Name of the Director	Mr. S. Padmanabhan (Non-Executive, Non-Independent Director)	Ms. Rashmi Joshi (Non-Executive, Independent Director)	Mr. David Francis Crean (Non-Executive, Independent Director)
<b>Membership/ Chairpersonship of Committees in other companies (excluding foreign companies) as on March 31, 2026</b>	<p><b>1. Tata Chemicals Limited</b></p> <ul style="list-style-type: none"> <li>- Nomination and Remuneration Committee (Member)</li> <li>- Corporate Social Responsibility Committee (Chairman)</li> </ul> <p><b>2. The Associated Building Company Limited</b></p> <ul style="list-style-type: none"> <li>- Corporate Social Responsibility (Chairman)</li> </ul>	<p><b>1. Bharat Forge Limited</b></p> <ul style="list-style-type: none"> <li>- Audit Committee (Member)</li> <li>- Nomination and Remuneration Committee (Member)</li> <li>- Risk Management Committee (Member)</li> </ul> <p><b>2. Orkla India Limited</b></p> <ul style="list-style-type: none"> <li>- Audit Committee (Chairperson)</li> <li>- Risk Management Committee (Member)</li> </ul> <p><b>3. Elevate Campuses Limited</b></p> <ul style="list-style-type: none"> <li>- Audit Committee (Chairperson)</li> <li>- Nomination and Remuneration Committee (Chairperson)</li> <li>- Risk Management Committee (Chairperson)</li> </ul> <p><b>4. Foseco Crucible (India) Limited [Formerly known as Morganite Crucible (India) Limited]</b></p> <ul style="list-style-type: none"> <li>- Audit Committee (Member)</li> <li>- Nomination and Remuneration Committee (Chairperson)</li> <li>- Risk Management Committee (Member)</li> </ul> <p><b>5. Vesuvius India Limited</b></p> <ul style="list-style-type: none"> <li>- Audit Committee (Member)</li> <li>- Nomination and Remuneration Committee (Member)</li> <li>- Risk Management Committee (Member)</li> <li>- CSR Committee (Member)</li> <li>- Stakeholders Relationship Committee (Member)</li> </ul>	<p><b>1. Tata Consumer Products Limited</b></p> <ul style="list-style-type: none"> <li>- Audit Committee (Member)</li> <li>- Risk Management Committee (Member)</li> <li>- Corporate Social Responsibility Committee (Chairman)</li> </ul>
<b>Listed entities from which the Director has resigned from Directorship in last three (3) years</b>	NIL	NIL	NIL
<b>Total no. of Board Meetings attended during FY 2025-26</b>	11	Not Applicable	Not Applicable
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	None	None	None
<b>No. of shares held</b>			
<b>(a) Own</b>	NIL	NIL	NIL
<b>(b) For other persons on a beneficial basis</b>	NIL	NIL	NIL

\*Commission is for FY 2025-26, which will be paid during FY 2026-27

