



RALLIS INDIA LIMITED
A **TATA** Enterprise

January 9, 2026

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: **500355**

National Stock Exchange of India Limited
Exchange Plaza
Bandra-Kurla Complex Bandra (E)
Mumbai – 400 051
Symbol: RALLIS

Dear Sir/Madam,

Sub: Notice of Postal Ballot

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('SEBI Listing Regulations') as amended from time to time, we enclose herewith a copy of the Notice of Postal Ballot ('Notice') of Rallis India Limited ('the Company') dated December 18, 2025, along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI Listing Regulations, for seeking approval of the Members of the Company on the Special Resolution forming part of the Notice.

In accordance with the various General Circulars issued by the Ministry of Corporate Affairs as listed in the Notice, this Notice is being sent only through electronic mode to those Members whose names are recorded in the Register of Members / List of Beneficial Owners as received from MUFG Intime India Private Limited, the Company's Registrar and Transfer Agent ('RTA') / Depositories as on Friday, January 2, 2026 ('Cut-Off date') and whose e-mail addresses are registered with the Company / RTA / Depository Participants. Accordingly, physical copies of the Notice along with Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-Voting facility to its Members, and accordingly, the communication of assent or dissent of the Members would only take place through the remote e-Voting system. The remote e-Voting shall commence on **Saturday, January 10, 2026 at 9:00 a.m. (IST)** and shall end on **Sunday, February 8, 2026 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date. Once the vote on the Resolution is cast, the Members shall not be allowed to change it subsequently. The instructions for remote e-Voting are provided in the Notes to Notice.

Members, whose e-mail address is not registered with the Company / RTA or with their respective Depository Participants ('DP') and who wish to receive the credentials for remote e-Voting along with the Postal Ballot Notice can get their email address registered by sending a request to the Company at investor_relations@rallis.com on or before 5:00 p.m. (IST) on Sunday, February 1, 2026. The process for registration of email address is also provided in the enclosed Notice.



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The said Notice is also being made available on the website of the Company at www.rallis.com and on the website of NSDL at www.evoting.nsdl.com.

This is for your information and records.

Thanking you,

Yours faithfully,
For Rallis India Limited

Sariga P Gokul
Company Secretary & Compliance Officer

Encl.: As above



RALLIS INDIA LIMITED
A **TATA** Enterprise

Corporate Identity No. L36992MH1948PLC014083

Registered Office: 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 **Website:** www.rallis.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

E-VOTING STARTS ON	E-VOTING ENDS ON
Saturday, January 10, 2026 at 9:00 a.m. (IST)	Sunday, February 8, 2026 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('**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, ('**Rules**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**') and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('**SS-2**'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('**MCA**') read with 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 (collectively referred to as '**MCA Circulars**'), to transact the special business as set out hereunder by passing a Special Resolution, as applicable, by way of Postal Ballot, only by voting through electronic means ('**remote e-Voting**').

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice ('**Notice**') is being sent by Rallis India Limited ('**the Company**') only through electronic mode to those Members whose e-mail addresses are registered with the Company / MUFG Intime India Private Limited, Registrar and Transfer Agent ('**RTA**') / Depository Participants ('**DPs**'). The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The instructions for remote e-Voting along with the procedure for registration of e-mail address is appended in the Notes section of this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('**NSDL**') for the purpose of providing remote e-Voting facility to its Members.

The Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolution setting out the material facts and the reasons / rationale thereof are annexed to this Notice.

The Notice will also be placed on the website of the Company at www.rallis.com and on the website of NSDL at www.evoting.nsdl.com. The Notice can also be accessed from the website of the Stock Exchanges i.e., BSE Limited ('**BSE**') and National Stock Exchange of India Limited ('**NSE**') at www.bseindia.com and www.nseindia.com, respectively.

Members desirous of exercising their vote through the remote e-Voting facility arranged by the Company are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of this Notice for casting votes by remote e-Voting not later than **5:00 p.m. (IST) on Sunday, February 8, 2026**. The remote e-Voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said date and time.

The Board of Directors of the Company had appointed Mr. Bhaskar Upadhyay (Membership No. FCS 8663/C.P. No. 9625) or failing him, Mr. Bharat Upadhyay (Membership No. FCS 5436/C.P. 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.

After completion of scrutiny of the votes cast, the Scrutiniser will submit the report to the Chairman of the Company, or any other person authorised by him. The result declared, along with the Scrutiniser's Report, shall be announced by the Chairman or such person as authorised, **on or before 5:00 p.m. (IST) on Tuesday, February 10, 2026**. The Scrutiniser's decision on the validity

of votes cast will be final. The said results along with the Scrutiniser's Report will be displayed on the website of the Company at www.rallis.com, the website of NSDL at www.evoting.nsdl.com and shall also be communicated to BSE and NSE, where the Equity Shares of the Company are listed at www.bseindia.com and www.nseindia.com, respectively. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

SPECIAL BUSINESS:

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

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

"RESOLVED THAT Mr. Mahesh Kumar Girdhar (DIN: 10270848) who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective December 10, 2025 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. Mahesh Kumar Girdhar (DIN: 10270848), 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, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from December 10, 2025 up to December 9, 2030 (both days inclusive).

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."

Notes:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('**Rules**'), as amended from time to time, setting out the material facts relating to the aforesaid resolution and the reasons thereof is annexed hereto and forms part of this Notice. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings, in respect of the Director seeking appointment are also annexed to this Notice.
2. In compliance with the MCA Circulars and Rules made thereunder, this Notice is being sent only in electronic form to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from Company's RTA / Depositories as on **Friday, January 2, 2026 ('Cut-Off date')** and whose e-mail addresses are registered with the Company / RTA / Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date i.e., **Friday, January 2, 2026**.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.

It is however clarified that all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / DPs) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

4. The Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in Note No. 12 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
5. The remote e-Voting shall commence on **Saturday, January 10, 2026 at 9:00 a.m. (IST)** and shall end on **Sunday, February 8, 2026 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or

electronic form as on the Cut-Off date may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.

6. A copy of this Postal Ballot Notice is also available on the website of the Company at www.rallis.com, the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com, on which the Equity Shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at investor_relations@rallis.com from their registered e-mail address mentioning their Name, Folio Number / DP ID & Client ID during the business hours on all working days, until the last date of remote e-Voting period of the Postal Ballot i.e., **Sunday, February 8, 2026 at 5:00 p.m. (IST)**.
9. The resolution as stated in the Notice, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-Voting i.e., **Sunday, February 8, 2026**. Further, the resolution passed by the Members through postal ballot shall be deemed to have been passed as if it was passed at a General Meeting of the Members.
10. **A. Process for registration of e-mail addresses for receiving 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 Depository Participants and who wish to receive the credentials for remote e-Voting along with the Postal Ballot Notice can get their e-mail address registered by sending a request to the Company at investor_relations@rallis.com on or before 5.00 p.m. (IST) on Sunday, February 1, 2026.

B. Registration of e-mail addresses permanently with the Company / DP:

In respect of shares held in demat form, Members who have not registered their e-mail addresses are requested to register the same with their respective DP.

In respect of shares held in physical form, Members who want to register their e-mail id, please visit <https://web.in.mmps.mufg.com/KYC-downloads.html> to know more about the registration process.

Further, those Members who have already registered their e-mail addresses, are requested to keep their e-mail addresses validated with their DPs / RTA for all future communications.

C. Alternatively, Members may also send an e-mail request to evoting@nsdl.com along with the following documents for procuring User ID and password for e-voting for the Resolutions set out in this Notice:
 - In case shares are held in physical form, please provide Folio No., name of the shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, and self-attested scanned copy of Aadhaar Card.
 - In case shares are held in Demat form, please provide DP ID-Client ID (16-digit DPID + CLID or 16-digit Beneficiary ID), Name, client master or copy of consolidated account statement, self-attested scanned copy of PAN card, and self-attested scanned copy of Aadhaar Card. If you are an individual shareholder holding securities in Demat mode, you are requested to refer to the login method explained under procedure for e-Voting.
11. The Board of Directors of the Company had appointed Mr. Bhaskar Upadhyay (Membership No. FCS 8663/C.P. No. 9625) or failing him, Mr. Bharat Upadhyay (Membership No. FCS 5436/C.P. No. 4457) of N. L. Bhatia & Associates, Practicing Company Secretaries, as the Scrutiniser who are not in the employment of the Company, to scrutinise the remote e-Voting process in a fair and transparent manner. The Scrutiniser shall, consequent to the completion of voting period, scrutinise the votes cast and submit the report to the Chairman of the Company, or to any other person authorised by him, who shall declare the result of the e-Voting not later than Tuesday, February 10, 2026. The said results along with the Scrutiniser's Report will be displayed on the website of the Company at www.rallis.com, the website of NSDL at www.evoting.nsdl.com and shall also be communicated to BSE and NSE, where the Equity Shares of the Company are listed at www.bseindia.com and www.nseindia.com respectively. The results shall also be displayed on the Notice Board at the Registered Office of the Company.
12. **The instructions for Members for remote e-Voting are as under:**

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 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 account 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">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglevel.jsp 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 e-mail 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 e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. Existing IDeAS user can visit the e-Services website of NSDL viz., https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://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 icon “Login” 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 company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.5. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited ('CDSL')	<ol style="list-style-type: none"> 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 www.cdsliindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
Individual Shareholders (holding securities in demat mode) login through their DPs	<ol style="list-style-type: none"> If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdsliindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdsliindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

Important note: Members who are unable to retrieve User ID / Password are advised to use 'Forget User ID' and 'Forget Password' option available at abovementioned 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 evoting@nsdl.com 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 helpdesk.evoting@cdsliindia.com or contact at toll free no. 1800-21-09911

B) Login Method 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. Open web browser by typing the following URL: <https://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 icon "Login" 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 eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 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 Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 138075 then user ID is 138075001***

5. Password details for members other than Individual members 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 e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .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 e-mail ID is not registered, please follow steps mentioned in Note No. 10 of the Notice.

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.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by the aforesaid two options, you can send a request at 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.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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 is active.
- Select "EVEN" of the Company i.e., **138075** for which you wish to cast your vote during the remote e-Voting period.
- 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.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for members

1. Institutional 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 authorized signatory(ies) who are authorized to vote, to the Scrutiniser by e-mail to bhaskar@nlba.in with a copy marked to 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 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 or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President – NSDL or Mr. Amit Vishal, Deputy Vice President – NSDL at evoting@nsdl.com or contact at NSDL, 301, 3rd floor, Naman Chambers, G Block, Plot No. – C-32, Bandra Kurla Complex, Bandra East, Mumbai – 400051.

By Order of the Board of Directors

Sariga Gokul
Company Secretary & Compliance Officer
ACS 39637

Mumbai, Thursday, December 18, 2025

Registered Office:

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

CIN: L36992MH1948PLC014083

Tel. No.: +91 22 6232 7400

E-mail: investor_relations@rallis.com

Website: www.rallis.com

EXPLANATORY STATEMENT

[Pursuant to Sections 102 and 110 of the Companies Act, 2013]

The following Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice along with the disclosures as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standards on General Meetings:

Item No. 1:

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 Mr. Mahesh Kumar Girdhar (DIN: 10270848) 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. Mahesh Kumar Girdhar (DIN: 10270848) as an Additional Director in Independent Capacity of the Company, effective December 10, 2025, not liable to retire by rotation, for an initial term of 5 (five) consecutive years commencing from December 10, 2025 up to December 9, 2030 (both days inclusive), under Sections 149, 150 and 152 of the Companies Act, 2013 ('Act') 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. Mahesh Kumar Girdhar forms part of this Notice.

Mr. Mahesh Kumar Girdhar 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. Mahesh Kumar Girdhar (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. Mahesh Kumar Girdhar 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. Girdhar 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. Girdhar 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. Mahesh Kumar Girdhar 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. Mahesh Kumar Girdhar as Independent Director is now being placed before the Members for their approval.

The Board commends the Special Resolution set out in Item No. 1 of the accompanying Notice for approval of the Members.

Except Mr. Mahesh Kumar Girdhar 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. Girdhar 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.

By Order of the Board of Directors

Sariga Gokul
Company Secretary & Compliance Officer
ACS 39637

Mumbai, Thursday, December 18, 2025

Registered Office:

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

CIN: L36992MH1948PLC014083

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Website: www.rallis.com

DETAILS OF DIRECTOR SEEKING APPOINTMENT THROUGH POSTAL BALLOT

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

Name of the Director	Mr. Mahesh Kumar Girdhar
Director Identification Number	10270848
Date of Birth	April 1, 1967
Age	58 years
Date of first appointment on the Board	December 10, 2025
Qualifications	Mr. Girdhar holds a Postgraduate Degree in Agriculture from Haryana Agricultural University, Hisar, and has completed the Advanced Management Programme at INSEAD, France.
Profile Experience, and Skills and capabilities required for the role	<p>Mr. Mahesh Kumar Girdhar has over 30 years of global experience in business operations, strategy, and general management across environment, renewable energy, and agri-business sectors. Previously, he served as President – Crop Nutrition Business at Deepak Fertilisers & Petrochemicals and held leadership roles at Bayer Crop Science and Monsanto. Strongly entrepreneurial and result-oriented, Mr. Girdhar is recognised for his positive leadership approach and natural ability to engage, inspire, and develop high-performing teams.</p> <p>He has consistently demonstrated success in steering organisations through growth, transformation, and capability development-anchored in strong governance, innovation and measurable outcomes. Through his regular engagements with several industry platforms, including the Confederation of Indian Industry (CII), India Federation Green Energy, Fertilizer Association of India and International, CropLife, National Seeds Association, and Association of Biotech Industries, Mr. Girdhar has been instrumental in shaping policy dialogues, fostering collaboration, and strengthening industry innovation frameworks.</p> <p>He has extensive expertise in asset strategy, operational management, and portfolio expansion across the fertiliser, seeds, and crop protection segments, both within India and in international agri-business markets.</p>
Expertise in specific functional areas	<ul style="list-style-type: none"> • Leadership • Industry Experience • Strategy • Human Resource & Communication • Safety and Sustainability • Multiple Geography Experience
Terms and conditions of appointment	Appointment as a Non-Executive, Independent Director for a term of 5 (five) consecutive years w.e.f. December 10, 2025 up to December 9, 2030 (both days inclusive), not liable to retire by rotation.
Details of remuneration last drawn (FY 2024-25)	Not Applicable
Details of remuneration sought to be paid	Sitting Fees and Commission, if any, as approved by the Board of Directors.
Directorships in other Companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. EverEnviro Resource Management Private Limited 2. Indo Enviro Integrated Solutions Private Limited
Membership/Chairpersonship of Committees in other companies (excluding foreign companies)	EverEnviro Resource Management Private Limited <ul style="list-style-type: none"> • Audit Committee (Member) • Stakeholders Relationship Committee (Member)
Listed entities from which the Director has resigned from Directorship in last three (3) years:	None

No. of Board Meetings attended during FY 2025-26:	Not Applicable
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
No. of shares held:	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil

By Order of the Board of Directors

Sariga Gokul
Company Secretary & Compliance Officer
ACS 39637

Mumbai, Thursday, December 18, 2025

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