



Notice

NOTICE IS HEREBY GIVEN THAT THE SEVENTY-THIRD (73RD) ANNUAL GENERAL MEETING OF THE MEMBERS OF RALLIS INDIA LIMITED WILL BE HELD ON THURSDAY, JUNE 24, 2021 AT 3.00 P.M. (IST) THROUGH VIDEO CONFERENCING FACILITY OR OTHER AUDIO VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with the Report of the Auditors thereon.
3. To declare dividend for the financial year 2020-21 on Equity Shares.
4. To appoint a Director in place of Mr. Bhaskar Bhat (DIN: 00148778), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

5. **Re-appointment of Dr. C. V. Natraj (DIN: 07132764) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 ('the Act') read with Schedule IV and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof], the Companies (Appointment and Qualification of Directors) Rules, 2014 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, Dr. C. V. Natraj (DIN: 07132764), who was appointed as an Independent Director of the Company at the 69th Annual General Meeting of the Company and holds office upto July 21, 2021 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the

rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations 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 Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from July 22, 2021 upto July 21, 2026."

6. **Re-appointment of Ms. Padmini Khare Kaicker (DIN: 00296388) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 ('the Act') read with Schedule IV and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof], the Companies (Appointment and Qualification of Directors) Rules, 2014 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, Ms. Padmini Khare Kaicker (DIN: 00296388), who was appointed as an Independent Director of the Company at the 69th Annual General Meeting of the Company and holds office upto July 21, 2021 and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations 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 Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from July 22, 2021 upto July 21, 2026."

7. **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 Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Audit and Auditors) Rules, 2014, as amended, the Company hereby ratifies the remuneration of ₹ 5,00,000 plus applicable taxes and out-of-pocket expenses incurred in connection with the cost audit payable to M/s. D. C. Dave & Co. (Firm Registration No. 000611), who are appointed as Cost Auditors by the Board of Directors of the Company to conduct audit of the cost records of the Company for the financial year ending March 31, 2022.”

Notes:

- In view of the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular dated January 13, 2021 read with General Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circulars dated May 12, 2020 and January 15, 2021 ('SEBI Circulars') has also granted certain relaxations. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM on **Thursday, June 24, 2021 at 3.00 p.m. (IST)**. The proceedings of the 73rd AGM shall be deemed to be conducted at the Registered Office of the Company at 23rd Floor, Lodha Excelus, New Cuffe Parade, Off Eastern Freeway, Wadala, Mumbai – 400 037.
- 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 AND SEBI 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. 5 to 7 of the Notice is annexed hereto. The Board of Directors have considered and decided to include Item Nos. 5 to 7 as given above, as Special Business in the forthcoming AGM as they are unavoidable in nature.

The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking re-appointment at this AGM are also annexed to this Notice.
- The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the 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. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.

The attendance of 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 73rd 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 Scrutinizer by e-mail at navnitlb@nlba.in with a copy marked to evoting@nsdl.co.in.
- 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 will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send their requests to the Company at investor_relations@rallis.com.
- In line with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/



Depositories. The Notice convening the 73rd AGM has been uploaded on the website of the Company at www.rallis.co.in under 'Investor Relations' section and may also be accessed on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.

8. **Book Closure and Dividend:**

i. **The Register of Members and the Share Transfer Books of the Company will be closed from Friday, June 11, 2021 to Thursday, June 17, 2021, both days inclusive.** The dividend of ₹ 3/- per share (i.e. 300%) on the Equity Shares of the Company of ₹ 1 each, if declared by the Members at the AGM, will be paid subject to deduction of income tax at source ('TDS') on or after **Tuesday, June 29, 2021** as under:

For Shares held in electronic form: To all the Beneficial Owners as at the end of the day on **Thursday, June 10, 2021** in the list of beneficial owners to be furnished by NSDL and Central Depository Services (India) Limited ('CDSL'); and

For Shares held in physical form: To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition requests lodged with the Company as of the close of business hours on **Thursday, June 10, 2021**.

ii. Pursuant to the Finance Act, 2020, 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 prescribed rates in the Income Tax Act, 1961 ('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 Depository Participants ('DPs') or in case shares are held in physical form, with the Company/Registrar and Transfer Agent, TSR Darashaw Consultants Private Limited ('Registrar' or 'TSR') by sending documents through e-mail by **Monday, June 7, 2021**. For the detailed process, the information is available on the Company's website at <https://www.rallis.co.in/TDSIntimation.htm>.

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

Shares held in physical form: Members are requested to send the following documents in original to TSR latest by **Monday, June 7, 2021**:

- a. a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i) Name and Branch of Bank and Bank Account type;
 - ii) Bank Account Number and type allotted by your bank after implementation of Core Banking Solutions;
 - iii) 11 digit IFSC Code.
- b. original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c. self-attested photocopy of the PAN Card; and
- d. self-attested photocopy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

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 accede to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

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.

iv. The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall despatch the dividend warrant/

bankers' cheque/demand draft to such Members at the earliest once the normalcy is restored in view of the outbreak of Covid-19 pandemic.

9. Effective April 1, 2019, the Company had stopped accepting any fresh transfer requests for securities held in physical form. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to dematerialise their holdings. Members may contact TSR at csg-unit@tcplindia.co.in for assistance in this regard. Members may also refer to Frequently Asked Questions ('FAQs') on the Company's website at <https://www.rallis.co.in/FAQsonDematerialisation.htm>.
10. 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. A form for capturing additional details is available on the Company's website under the section 'Investor Relations' at <https://www.rallis.co.in/UpdationForm.htm> as also attached to this Annual Report. Members holding shares in physical form are requested to submit the filled-in form to the Company or to the Registrar in physical mode 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 TSR.

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at csg-unit@tcplindia.co.in in case the shares are held in physical form, quoting their folio number. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

11. **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 No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. The said forms can be downloaded from the Company's website at www.rallis.co.in under 'Investor Relations' section. Members are requested to submit the said 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 number.

12. **Consolidation of Physical Share Certificates:** Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or TSR, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
14. **Process for registering e-mail addresses to receive this Notice along with credentials for remote e-voting:**
 - i. **Registration of e-mail addresses with TSR:** The Company has made special arrangements with TSR for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice along with credentials for remote e-voting. Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to TSR **on or before 5.00 p.m. (IST) on Thursday, June 17, 2021** by following the process for registering e-mail address as mentioned below:
 - a. Visit the link: https://tcpl.linkintime.co.in/EmailReg/Email_Register.html
 - b. Select the Name of the Company from the dropdown list: **Rallis India Limited**
 - c. Enter the Folio No./DP ID, Client ID, Shareholder Name, PAN details, Mobile No. and E-mail address.

Members holding shares in physical form are additionally required to enter one of their share certificate numbers and upload a self attested copy of PAN Card and address proof viz. Aadhaar Card, Passport or front and back side of their share certificate
 - d. The system will send OTP on the Mobile No. and E-mail address
 - e. Enter OTP received on Mobile No. and E-mail address
 - f. The system will then confirm the E-mail address for the limited purpose of service of Notice of AGM along with Annual Report 2020-21 and e-voting credentials



After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice and Annual Report for FY 2020-21 along with the e-voting User ID and Password. In case of any queries, Members may write to csg-unit@tcplindia.co.in or evoting@nsdl.co.in.

- ii. **Registration of e-mail address permanently with the Company/DP:** Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with TSR, in respect of physical holding, by writing to them. The request letter should be signed by the first named shareholder. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/TSR to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.

15. **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, as amended and Regulation 44 of the SEBI Listing Regulations, as amended and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at 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 system 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 **Thursday, June 17, 2021** 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 as well as during the AGM. Any non-individual shareholder or shareholder 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. **Thursday, June 17, 2021**, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in.

Individual shareholders holding securities in demat mode, who acquire shares of the Company and

become a Member of the Company after despatch of the Notice and holding shares as of the cut-off date i.e. **Thursday, June 17, 2021** may follow the login process mentioned below in point 17(B)(i).

- iii. The remote e-voting period commences on **Monday, June 21, 2021 at 9.00 a.m. (IST)** and ends on **Wednesday, June 23, 2021 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, the Member 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 **Thursday, June 17, 2021**.
- iv. Members will be provided with the facility for voting through remote electronic voting system during the VC 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 resolutions 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 through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.
- v. The remote e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

16. Mr. N. L. Bhatia, Partner (Membership No. FCS 1176/CP No. 422) or failing him Mr. Bhaskar Upadhyay (Membership No. FCS 8663/CP No. 9625) of N. L. Bhatia & Associates, Practicing Company Secretaries, has been appointed as the Scrutiniser for providing facility to the Members of the Company to scrutinise remote e-voting process as well as voting during the AGM in a fair and transparent manner.

The Scrutiniser will submit his/her report to the Chairman or to any other person authorised by the Chairman after the completion of the scrutiny of the e-voting (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, NSDL and TSR and will also be displayed on the Company's website at www.rallis.co.in.

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

A. INSTRUCTIONS FOR MEMBERS FOR 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. Members may access by following the steps mentioned below for login to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join General Meeting" menu against the Company's name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company i.e. **116016** 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 the 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, Internet Explorer 11, 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 73rd AGM from their registered e-mail address, mentioning their name, DP ID and Client ID/Folio number and mobile number in advance at investor_relations@rallis.com before 3.00 p.m. (IST) on Monday, June 21, 2021. Such questions by 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 number, PAN and mobile number at investor_relations@rallis.com from Thursday, June 17, 2021 (9.00 a.m. IST) to Sunday, June 20, 2021 (5.00 p.m. IST). 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.co.in/1800 1020 990/1800 224 430 or contact Mr. Amit Vishal, Senior Manager, NSDL at amitv@nsdl.co.in.

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

Step 1: Access to NSDL e-Voting system

i) 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	<p>i. If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL https://eservices.nsdl.com/. Once the home page of e-services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. Please enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page. Click on options available against the Company's name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</p> <p>ii. If the user is 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.jsp</p> <p>iii. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. Please enter your User ID (i.e. your 16 digit demat account number held with NSDL), Password/One Time 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 options available against the Company's name or e-voting service provider - NSDL 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.</p> <p>iv. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>i. Existing users who have opted for Easi/Easiest can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>ii. After successful login of Easi/Easiest, the user will also be able to see the e-voting menu. The menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>iii. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>iv. Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link at www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile No. & e-mail address as recorded in the demat account. After successful authentication, user will be provided links for the respective e-voting service provider i.e. NSDL where the e-voting is in progress.</p>

Type of shareholders	Login Method
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. Once you login, you will be able to see e-voting option. Once you 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 options available against the Company's name or e-voting service provider-NSDL 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 Forgot User ID and Forgot 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.co.in or call at toll free no.: 1800 1020 990 or 1800 224 430
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@cdslindia.com or contact at 022-23058738 or 022-23058542/43

ii) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

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

How to Log-in to NSDL e-voting website?

- Visit the e-voting website of NSDL: www.evoting.nsdl.com.
- 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. Please 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 login at <https://eservices.nsdl.com> with your existing IDeAS login. Once you login to NSDL e-services after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Details of User ID are given below:

Manner of holding shares i.e. Demat (NSDL/CDSL) or Physical	Your User ID is:
i. 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*****
ii. 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*****
iii. For Members holding shares in Physical Form	EVEN followed by Folio Number registered with the Company For example, if EVEN is 116016 and Folio Number is 001***, then User ID is 116016001***



- E. Details of Password are given below:
- i) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - ii) 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 prompt you to change your password.
 - iii) 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 your Beneficiary 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 the process mentioned in the Notice in case of those shareholders whose email ids are not registered.
- F. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
- i) Click on 'Forgot User Details/Password?' option available on www.evoting.nsdl.com (If you are holding shares in demat account with NSDL or CDSL).
 - ii) Click on 'Physical User Reset Password?' option available on www.evoting.nsdl.com (If you are holding shares in physical mode).
 - iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - iv) Members can also use the OTP based login for casting the votes on the e-Voting system of NSDL.
- G. After entering your password, tick on 'Agree to I hereby agree to all Terms and Conditions' by selecting on the check box.
- H. Now, you will have to click on the 'Login' button.
- I. After you click on the 'Login' button, home page of e-voting will open.

Step 2: Cast your vote electronically and join the AGM on NSDL e-voting system.

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

- A. After successful login at Step 1, you will be able to see EVEN of all the companies in which you are holding shares and whose voting cycle and General Meeting is in active status.
- B. Select EVEN of Company i.e. **116016** for which you wish to cast your vote during the remote e-Voting period and during the AGM. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting"
- C. Now you are ready for e-voting as the Voting page opens.
- D. 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.
- E. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- F. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- G. 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:

- i. 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.
- ii. 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.
- iii. 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.
- iv. The details of the person who may be contacted for any grievances connected with the facility for remote e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

General Guidelines for Members

- i. 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.
- ii. In case of any queries/grievances pertaining to remote e-voting (before the AGM/during the AGM), you may refer to the Frequently Asked Questions ('FAQs') for shareholders and e-voting user manual for shareholders available in the 'Downloads' section of www.evoting.nsdl.com or call on the toll-free number: 1800 1020 990/1800 224 430 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal or Ms. Pallavi Mhatre from NSDL at the designated e-mail IDs: evoting@nsdl.co.in or amitv@nsdl.co.in or pallavid@nsdl.co.in.

By Order of the Board of Directors

Yashaswin Sheth
Company Secretary

ACS 15388

Mumbai, April 22, 2021

Registered Office:

Rallis India Limited
23rd Floor, Lodha Excelus,
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.co.in



Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 7 of the accompanying Notice dated April 22, 2021:

Item No. 5:

Dr. C.V. Natraj is currently an Independent Director of the Company and the Chairman of Nomination & Remuneration Committee ('NRC') and Safety, Health, Environment and Sustainability Committee and Member of the Audit Committee.

Dr. C. V. Natraj was appointed as an Independent Director of the Company by the Members at the 69th AGM of the Company to hold office upto July 21, 2021 and is eligible for re-appointment for a second term on the Board of the Company as an Independent Director. Based on the recommendations of the NRC, the Board of Directors propose the re-appointment of Dr. C. V. Natraj as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from July 22, 2021 to July 21, 2026, subject to the approval of the Members by a Special Resolution. The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing his candidature for the office of Director.

Based on the performance evaluation of the Independent Directors and as per the recommendations of the NRC, given his background, experience and contribution, the Board is of the opinion that Dr. Natraj's continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail his services as an Independent Director.

The Company has received a declaration from Dr. Natraj confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Dr. Natraj has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Dr. Natraj 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 National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, Dr. Natraj is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director, subject to re-appointment by the Members. Dr. Natraj has 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 ('IICA'). Dr. Natraj is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

In the opinion of the Board, Dr. C. V. Natraj fulfils the conditions specified in the Act and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management. The terms and conditions of the re-appointment of Independent Directors would be made available for inspection to the Members by sending a request along with their DP/Client ID or Folio No. from their registered email address to the Company at investor_relations@rallis.com.

Dr. Natraj holds a Ph.D. degree in Chemistry from the Indian Institute of Science ('IISc'), Bangalore and has more than 30 years of experience in research. He also has post-doctoral research experience in Biochemistry from the University of Michigan, Ann Arbor.

Dr. Natraj joined Hindustan Lever Limited ('HLL') in their Research Centre, where he gained experience working in a number of scientific disciplines, eventually getting to head the function as Director on the Board of HLL. He went on to lead the Corporate Research function for Unilever as Senior Vice President and was responsible for the global exploratory research in Unilever. He is the Technical Advisor to the Society of Innovation and Development at the IISc, where he helps in setting up a technology transfer process that will take the inventions in IISc to the market.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Dr. Natraj as an Independent Director is now placed for the approval of the Members by a Special Resolution.

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

Except Dr. Natraj and his relatives, none of the Directors or Key Managerial Personnel ("KMP") of the Company and their respective relatives are concerned or interested in the resolution set out at Item No. 5 of the accompanying Notice. Dr. Natraj is not related to any other Director or KMP of the Company.

Item No. 6:

Ms. Padmini Khare Kaicker is currently an Independent Director of the Company and the Chairperson of Audit Committee and Member of the NRC and Risk Management Committee.

Ms. Padmini Khare Kaicker was appointed as an Independent Director of the Company by the Members at the 69th AGM of the Company held on June 23, 2017 to hold office upto July 21, 2021 and is eligible for re-appointment for a second term on the Board of the Company as an Independent Director. Based on the recommendations of the NRC, the Board of Directors propose the re-appointment of Ms. Padmini Khare Kaicker as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from July 22, 2021 to July 21, 2026, subject to the approval of the Members by a Special Resolution. The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing her candidature for the office of Director.

Based on the performance evaluation of the Independent Directors and as per the recommendations of the NRC, given her background, experience and contribution, the Board is of the opinion that Ms. Kaicker's continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail her services as an Independent Director.

The Company has received a declaration from Ms. Kaicker confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Ms. Kaicker has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Ms. Kaicker 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 National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Ms. Kaicker is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director, subject to re-appointment by the Members. Ms. Kaicker has 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 ('IICA'). Ms. Kaicker is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

In the opinion of the Board, Ms. Kaicker fulfils the conditions specified in the Act and the SEBI Listing Regulations for re-appointment as an Independent Director and that she is independent of the Management. The terms and conditions of the re-appointment of Independent Directors would be made available for inspection to the Members by sending a request along with their DP/Client ID or Folio No. from their registered email address to the Company at investor_relations@rallis.com.

Ms. Kaicker joined the accountancy profession in 1990 after completing her B.Sc. in Mathematics. She is a qualified Chartered Accountant from the Institute of Chartered Accountants of India, a Certified Public Accountant (USA) and a Diploma holder in Business Finance from the Institute of Chartered Financial Analysts of India. She is the Managing Partner of B. K. Khare & Co., one of the leading Indian accounting firms. She has over 25 years of experience serving large and mid-sized clients in several sectors in areas of audit, taxation, corporate finance, risk management and corporate governance. She has been involved in Corporate Advisory, M&A and restructuring initiatives and has also been serving on the Boards of some companies, including being Chairperson of Audit Committee.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Ms. Kaicker as an Independent Director is now placed for the approval of the Members by a Special Resolution.

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

Except Ms. Kaicker and her relatives, none of the Directors or Key Managerial Personnel ("KMP") of the Company and their respective relatives are concerned or interested in the resolution set out at Item No. 6 of the accompanying Notice. Ms. Kaicker is not related to any other Director or KMP of the Company.



Item No. 7:

The Company is directed under the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended, to have the audit of its cost records conducted by a Cost Accountant. 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 has to be ratified by the Members of the Company.

The Board of Directors, on the recommendation of the Audit Committee, 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, 2022, at a remuneration of ₹ 5,00,000 plus applicable taxes and out-of-pocket expenses.

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

Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 7 of the accompanying Notice for ratification of the remuneration amounting to ₹ 5,00,000 plus applicable taxes, travel and out-of-pocket expenses payable to the Cost Auditors for the financial year ending March 31, 2022.

The Board commends the Ordinary Resolution set out at Item No. 7 of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution at Item No. 7 of the accompanying Notice.

By Order of the Board of Directors

Yashaswin Sheth
Company Secretary
ACS 15388

Mumbai, April 22, 2021

Registered Office:

Rallis India Limited
23rd Floor, Lodha Excelus,
New Cuffe Parade, Off Eastern Freeway,
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CIN: L36992MH1948PLC014083
Tel. No.: +91 22 6232 7400
E-mail: investor_relations@rallis.com
Website: www.rallis.co.in

Details of Directors seeking re-appointment at the AGM

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

Name of Director	Mr. Bhaskar Bhat	Dr. C. V. Natraj	Ms. Padmini Khare Kaicker
DIN	00148778	07132764	00296388
Date of Birth	August 29, 1954	July 31, 1953	April 15, 1965
Age	66 years	67 years	56 years
Date of first appointment	October 8, 2015	July 22, 2016	July 22, 2016
Qualifications	B.Tech (Mechanical Engineering) from IIT – Madras, Post Graduate Diploma Holder in Management from IIM – Ahmedabad	Ph.D. in Chemistry from the Indian Institute of Science, Bangalore. Post-doctoral research experience in Biochemistry from the University of Michigan, Ann Arbor	Chartered Accountant, B.Sc. in Mathematics, Certified Public Accountant (USA) and Diploma holder in Business Finance from the Institute of Chartered Financial Analysts of India
Expertise in specific functional areas	Mr. Bhat has extensive experience in the field of sales and marketing, HR, international business and general management	Dr. Natraj has more than 30 years of experience in the field of science & research, general management, strategic planning and multiple geography experience	Ms. Kaicker has over 25 years of experience in areas of Audit, Taxation, Corporate Finance, Corporate Advisory, Risk Management and Corporate Governance, M&A and restructuring initiatives
Terms and conditions of re-appointment	N. A.	Re-appointment as an Independent Director for a period commencing from July 22, 2021 to July 21, 2026	Re-appointment as an Independent Director for a period commencing from July 22, 2021 to July 21, 2026
Details of remuneration last drawn (FY 2020-21)	Sitting Fees: ₹ 2,00,000 Commission: ₹ 31,24,000 [#]	Sitting Fees: ₹ 4,20,000 Commission: ₹ 46,34,000 [#]	Sitting Fees: ₹ 4,00,000 Commission: ₹ 44,81,000 [#]
No. of Board Meetings attended during the year	7	7	7
Relationship with other Directors and KMPs	None	None	None
No. of shares held in the Company:			
A) Own	NIL	4,831	NIL
B) For other persons on a beneficial basis	NIL	NIL	NIL
List of other companies in which Directorship held as on March 31, 2021 (excluding foreign companies)	1. Tata Sons Private Limited 2. Trent Limited* 3. Titan Company Limited* 4. Bosch Limited* 5. Tata SIA Airlines Limited 6. Caratlane Trading Private Limited	1. Tata Chemicals Limited*	1. Tata Cleantech Capital Limited* 2. Kotak Mahindra Investments Limited* 3. Tata Chemicals Limited* 4. J B Chemicals and Pharmaceuticals Limited* 5. Mumbai Mobile Creches



Name of Director	Mr. Bhaskar Bhat	Dr. C. V. Natraj	Ms. Padmini Khare Kaicker
Chairperson/Member of the Committees of the Board of companies in which he/she is a Director as on March 31, 2021	<p>1. Tata Sons Private Limited</p> <ul style="list-style-type: none"> - Group Risk Management Committee (Member) <p>2. Trent Limited</p> <ul style="list-style-type: none"> - Nomination and Remuneration Committee (Member) - Corporate Social Responsibility Committee (Member) - Executive Committee (Member) <p>3. Titan Company Limited</p> <ul style="list-style-type: none"> - Audit Committee (Member) - Stakeholders Relationship Committee (Member) - Investment Committee (Member) <p>4. Bosch Limited</p> <ul style="list-style-type: none"> - Audit Committee (Member) - Stakeholders Relationship Committee (Member) - Nomination and Remuneration Committee (Member) - Corporate Social Responsibility Committee (Chairman) 	<p>1. Tata Chemicals Limited</p> <ul style="list-style-type: none"> - Nomination and Remuneration Committee (Chairman) - Corporate Social Responsibility Committee (Member) - Safety, Health, Environment and Sustainability Committee (Member) 	<p>1. Tata Cleantech Capital Limited</p> <ul style="list-style-type: none"> - Audit Committee (Chairperson) - Nomination and Remuneration Committee (Member) - Corporate Social Responsibility Committee (Member) - Asset Purchase Committee (Member) <p>2. Kotak Mahindra Investments Limited</p> <ul style="list-style-type: none"> - Audit Committee (Chairperson) - Nomination and Remuneration Committee (Member) <p>3. Tata Chemicals Limited</p> <ul style="list-style-type: none"> - Audit Committee (Chairperson) - Risk Management Committee (Member) <p>4. J B Chemicals and Pharmaceuticals Limited</p> <ul style="list-style-type: none"> - Audit Committee (Chairperson) - Risk Management Committee (Chairperson) - Compensation Committee (Member) - Share Transfer Committee (Member)

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

Commission is for FY 2020-21, which will be paid during FY 2021-22