



## RALLIS INDIA LIMITED

**Corporate Identity No.** L36992MH1948PLC014083

**Registered Office:** 23<sup>rd</sup> Floor, Vios Tower, New Cuffe Parade,  
Off Eastern Freeway, Wadala Mumbai – 400 037

**Tel:** +91 22 6232 7400 **E-mail:** [investor\\_relations@rallis.com](mailto:investor_relations@rallis.com) **Website:** [www.rallis.com](http://www.rallis.com)

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended]

E-VOTING STARTS ON	E-VOTING ENDS ON
Saturday, August 31, 2024 at 9:00 a.m. (IST)	Sunday, September 29, 2024 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, (**'the Act'**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'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'**) vide its General Circulars dated April 8, 2020, April 13, 2020 along with subsequent circulars issued in this regard and the latest dated September 25, 2023 (collectively referred to as **'MCA Circulars'**), to transact the special business as set out hereunder by passing an Ordinary 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 / 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 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 is annexed to this Notice.

Members desiring to exercise their vote through the remote e-Voting facility arranged by the Company are requested to carefully read the instructions indicated in this Notice by following the procedure as stated in the Notes forming part of this Notice for casting of votes and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than **5:00 p.m. (IST) on Sunday, September 29, 2024**. 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 has appointed Mr. Bhaskar Upadhyay (Membership No. FCS 8663/CP No. 9625) or failing him, Mr. Bharat Upadhyay (Membership No. FCS 5436 / CP No. 4457) of N. L. Bhatia & Associates, Practicing Company Secretaries, as the Scrutiniser to scrutinise the remote e-Voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast, the Scrutiniser will submit his report to the Chairman 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, October 1, 2024**. The Scrutiniser's decision on the validity of votes cast will be final. The said results will be displayed on the website of the Company at [www.rallis.com](http://www.rallis.com), the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be communicated to the Stock Exchanges where the Company's shares are listed viz. BSE Limited ('BSE') and The National Stock Exchange of India Limited ('NSE') and be made available on their respective websites viz. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The results shall also be displayed on the Notice Board at the Registered Office of the Company.

**SPECIAL BUSINESS:**

1. **Appointment of Mr. S. Padmanabhan (DIN: 00306299) as a Director of the Company**

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

**“RESOLVED THAT** Mr. S. Padmanabhan (DIN: 00306299) who was appointed as an Additional Director (Non-Executive, Non-Independent) of the Company effective August 1, 2024, by the Board of Directors of the Company, 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 Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**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 Section 102 of the Companies Act, 2013 ('the Act') read with Section 110 of the Act and 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 Postal Ballot Notice ('Notice').
2. In compliance with the MCA Circulars, the 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 Link Intime India Private Limited, the Company's Registrar and Transfer Agents ('RTA') / Depositories as on **Friday, August 23, 2024 ('Cut-Off date')** and whose e-mail addresses are registered with the Company/ RTA/Depository Participants ('DPs') (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, August 23, 2024**.
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, August 31, 2024 at 9:00 a.m. (IST)** and shall end on **Sunday, September 29, 2024 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.
6. A copy of this Postal Ballot Notice is also available on the website of the Company at [www.rallis.com](http://www.rallis.com), the relevant section of the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com), on which the Ordinary Shares of the Company are listed and on the website of NSDL at [www.evoting.nsdl.com](http://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](mailto:investor_relations@rallis.com) from their registered e-mail address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-Voting period of the Postal Ballot. i.e. **Sunday, September 29, 2024 at 5:00 p.m. (IST)**.
9. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-Voting i.e. **Sunday, September 29, 2024**. 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. 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 DPs 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](mailto:investor_relations@rallis.com) on or before 5.00 p.m. (IST) by Sunday, September 22, 2024.

**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 address, will need to ensure complete KYC compliance for their folio. Such Members can download the relevant forms i.e. Forms ISR-1, ISR-2, for registering/changing KYC details from RTA's website at [www.linkintime.co.in](http://www.linkintime.co.in) > Resources > Downloads > KYC Formats. The following details viz. PAN of all the holders, Address with pin code, Mobile No., Bank Account details of the first holder, Specimen Signature needs to be submitted by the holders of physical securities along with supporting documents. It is in the interest of the shareholder to register Nomination against their account. The form of Nomination SH-13 is also available on the website of RTA.

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.

11. Once the vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.

**12. The instructions for Members for remote e-Voting are as under:**


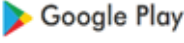


The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

**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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page, click on the '<b>Beneficial Owner</b>' icon under '<b>Login</b>' which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value-added services. Click on '<b>Access to e-Voting</b>' under e-Voting services and you will be able to see e-Voting page. Click on the Company name or <b>e-Voting service provider (ESP) i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select '<b>Register Online for IDeAS Portal</b>' or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon '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 the Company name or <b>ESP i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited ('CDSL')</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and My Easi New (Token) and then use your existing my Easi username and password.</li> <li>2. 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 ESPs, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and My Easi New (Token) and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also be able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the Company name or <b>ESP</b> i.e. <b>NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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



**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?**

1. 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
2. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 130160 then user ID is 130160001***

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
  - (i) If your e-mail address is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail address. 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'.
  - (ii) If your e-mail address is not registered, please follow steps mentioned in the Notice in case of those shareholders whose e-mail addresses are not registered.

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
  - a) Click on '**Forgot User Details/Password?**' (If you are holding shares in your demat account with NSDL or CDSL) option available on <https://www.evoting.nsdl.com>
  - b) '**Physical User Reset Password?**' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by the aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) 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?**

1. 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.
2. Select 'EVEN' of the Company i.e. **130160** for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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 shareholders**

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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to [bhaskar@nlba.in](mailto:bhaskar@nlba.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on '**Upload Board Resolution / Authority Letter**' displayed under '**e-Voting**' tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on <https://www.evoting.nsdl.com> to reset the password.



3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 – 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager – NSDL or Mr. Amit Vishal, Deputy Vice President – NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or contact at NSDL, 301, 3<sup>rd</sup> Floor, Naman Chambers, G Block, Plot No – C-32, Bandra Kurla Complex, Bandra East, Mumbai – 400051.

**By Order of the Board of Directors**

**Srikant Nair**  
**Company Secretary & Compliance Officer**  
ACS 30208

Mumbai, July 27, 2024

**Registered Office:**

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

**Item No. 1:**

The Nomination and Remuneration Committee ('NRC') taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company, identified that Mr. S. Padmanabhan's (DIN: 00306299) qualifications and rich experience meets the skills and capabilities required for the role of Director of the Company. Accordingly, the NRC recommended to the Board the appointment of Mr. Padmanabhan as Additional Director (Non-Executive, Non-Independent) with effect from August 1, 2024 and as the Chairman of the Board and the Company with effect from August 30, 2024.

Based on the recommendations of the NRC, the Board, in terms of Section 161 of the Companies Act, 2013 ('the Act'), appointed Mr. S. Padmanabhan as an Additional Director (Non-Executive, Non-Independent) of the Company effective August 1, 2024, liable to retire by rotation. 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. He was also appointed as the Chairman of the Board and the Company with effect from August 30, 2024, by the Board of Directors of the Company.

**A brief profile of Mr. S. Padmanabhan is as under:**

Mr. Padmanabhan's career in Tata group companies began with Tata Consultancy Services Limited (TCS) in 1982 and spans over 40 years. During his 26-year stint in TCS, he held roles such as Executive Director of Human Resources, Head of Application Development and Maintenance, Head of Airlines Practice, Country Manager, TCS Switzerland and position of Executive Director.

Mr. Padmanabhan was also the Executive Director-Operations of Tata Power from February 2008 to June 2014 and was responsible for the profitable and sustainable operations of all thermal and hydro generation plants across India and transmission and distribution systems in Mumbai. He was also on the boards of the operating subsidiaries of the company.

Mr. Padmanabhan was also the Group Chief Human Resources Officer at Tata Sons. He was also heading the Tata Business Excellence Group (TBExG) and the Tata Group Ethics function. Heading the TBExG, he was responsible for enabling the Business Excellence journey of Tata companies globally. This role was integral to the Group initiatives in enhancing the performance of Tata companies through diagnostics, benchmarking and sharing of best practices. Under his leadership, TBExG helped companies leverage data and process excellence.

He has a distinguished academic record in the technical and management domain from reputable institutions. He is a Glaxo Marketing Scholar Medalist, a Distinguished Alumnus from IIM Bangalore, and a Gold Medalist and a Distinguished Alumnus from PSG College of Technology, Coimbatore. He has completed the Advanced Management Program at the Harvard Business School. He is also a life member of Computer Society of India.

Mr. S. Padmanabhan is currently a Director on the Board of Tata Chemicals Limited, Tata SIA Airlines Limited and The Associated Building Company Limited.

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

The Company has received from Mr. Padmanabhan, (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act.

Mr. S. Padmanabhan 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 the listed companies.





In compliance with the provisions of the Act and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the appointment of Mr. S. Padmanabhan as a Director is now being placed before the Members for their approval.

Accordingly, the Board commends the Ordinary Resolution set out in Item No. 1 of the accompanying Notice for approval of the Members.

Except Mr. S. Padmanabhan and his relatives, no other Director or Key Managerial Personnel ('KMP') of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

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**

**Srikant Nair**  
**Company Secretary & Compliance Officer**  
ACS 30208

Mumbai, July 27, 2024

**Registered Office:**

Rallis India Limited  
23<sup>rd</sup> Floor, Vios Tower,  
New Cuffe Parade, Off Eastern Freeway,  
Wadala, Mumbai - 400 037  
CIN: L36992MH1948PLC014083  
Tel. No.: +91 22 6232 7400  
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**DETAILS OF DIRECTOR SEEKING APPOINTMENT**

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

<b>Name of the Director</b>	Mr. S. Padmanabhan
<b>Director Identification Number</b>	00306299
<b>Date of Birth</b>	May 15, 1958
<b>Age</b>	66 years
<b>Date of first appointment on the Board</b>	August 1, 2024
<b>Qualifications</b>	Mr. S. Padmanabhan is a Glaxo Marketing Scholar Medalist, a distinguished alumnus from IIM Bengaluru. He is also a Gold Medalist, a distinguished alumnus from PSG College of Technology, Coimbatore. He has completed the Advanced Management Program at the Harvard Business School.
<b>Profile, Experience and Expertise in specific functional areas</b>	<p>Mr. S. Padmanabhan has extensive experience in the field of Human Resources, Corporate Strategy, Operations, Sustainability, Ethics, Business Excellence and General Management. His career in Tata Group companies spans over 40 years beginning with a 26-year stint in Tata Consultancy Services Limited where he held various roles including the position of Executive Director.</p> <p>Mr. Padmanabhan has also served as Executive Director Operations of Tata Power Company Limited and as Group Chief Human Resources Officer at Tata Sons Private Limited. At Tata Sons, Mr. Padmanabhan was also heading the Tata Business Excellence Group (TBExG) and the Tata Group Ethics function. Heading the TBExG, he was responsible for enabling the Business Excellence journey of Tata companies globally. He is a Life Member of the Computer Society of India.</p>
<b>Skills and capabilities required for the role and the manner in which the proposed Director meets such requirements</b>	Refer Item No. 1 of the Notice and Explanatory Statement
<b>Terms and conditions of appointment</b>	Appointment as a Non-Executive, Non-Independent Director, liable to retire by rotation
<b>Details of remuneration last drawn (FY 2023-24)</b>	Not Applicable
<b>Details of remuneration sought to be paid</b>	Sitting Fees and Commission, if any, as approved by the Board of Directors
<b>Directorships in other Companies (excluding foreign companies)</b>	<ol style="list-style-type: none"> <li>Tata Chemicals Limited (Listed Entity)</li> <li>The Associated Building Company Limited</li> <li>Tata SIA Airlines Limited</li> </ol>
<b>Membership/Chairpersonship of Committees in other companies (excluding foreign companies)</b>	<ol style="list-style-type: none"> <li><b>Tata Chemicals Limited</b> <ul style="list-style-type: none"> <li>Audit Committee (Member)</li> <li>Stakeholders Relationship Committee (Member)</li> <li>Nomination and Remuneration Committee (Member)</li> <li>Corporate Social Responsibility Committee (Chairman)</li> <li>Risk Management Committee (Member)</li> <li>Safety, Health, Environment and Sustainability Committee (Member)</li> </ul> </li> <li><b>The Associated Building Company Limited</b> <ul style="list-style-type: none"> <li>Corporate Social Responsibility Committee (Chairman)</li> </ul> </li> <li><b>Tata SIA Airlines Limited</b> <ul style="list-style-type: none"> <li>Corporate Social Responsibility, Safety Committee (Chairman)</li> </ul> </li> </ol>



<b>Listed entities from which the Director has resigned from Directorship in last three (3) years</b>	None
<b>No. of Board Meetings attended during FY 2024-25 (upto the date of this Notice)</b>	Not Applicable
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	None
<b>No. of shares held:</b>	
(a) <b>Own</b>	Nil
(b) <b>For other persons on a beneficial basis</b>	Nil

By Order of the Board of Directors

**Srikant Nair**  
**Company Secretary & Compliance Officer**

ACS 30208

Mumbai, July 27, 2024

**Registered Office:**

Rallis India Limited  
23<sup>rd</sup> Floor, Vios Tower,  
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