RALLIS INDIA LIMITED
A TATA Enterprise

Towards Sustainable Agriculture

VALUE CREATION FOR FARMERS

ENHANCING SOCIAL EQUITY

SAFER CROP CARE

JAL DHAN - RAIN WATER HARVESTING

GREEN ENERGY

68th Annual Report | 2015-2016

Sustainable Agriculture

"Sunshine" - A Solar Project: A milestone in our Journey to Sustainable Energy

This initiative is part of our Long term Sustainability plan of "50% Power generation using renewable source of energy". Towards this, we have set up a 4.4 MWp Solar Power Plant at Dahej that established connectivity with the national grid on 24th December, 2015. Entire power generated from this project "Sunshine", will be for captive consumption at Ankleshwar and Dahej Units. Based on climatic simulation data, "Sunshine" is expected to generate around 7.5 million units per annum. This is a humble contribution of your Company to the commitment of the Government of India to generate 100 GW of solar power out of the total of 175 GW of renewable energy by 2020.

Established connectivity with national grid on 24th December, 2015 (From Left to right – Mr. Anil Sardana, Chairman of Tata Power Solar Systems Ltd. (TPSS), Mr. V. Shankar, Managing Director & CEO, then Chairman Mr. R. Gopalakrishnan and Mr. Ashish Khanna, CEO of TPSS)

4.4 MWp Solar Power Plant at Dahej

RALLIS

A TATA Enterprise

Sixty-eighth annual report 2015-2016

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Consolidated Financial Statements

Annual General Meeting	:	Friday, 24th June, 2016
Time	:	3.00 p.m.
Venue	:	Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020.

BOOK CLOSURE DATES
14TH JUNE, 2016 TO 24TH JUNE, 2016

Rallis India Limited

BOARD OF DIRECTORS

Bhaskar Bhat *(Chairman)*

B. D. Banerjee

E. A. Kshirsagar

Prakash R. Rastogi

Bharat Vasani

R. Mukundan

Y. S. P. Thorat

Punita Kumar-Sinha

V. Shankar *(Managing Director & CEO)*

COMPANY SECRETARY

P. S. Meherhomji

CORPORATE IDENTITY NUMBER (CIN)

L36992MH1948PLC014083

REGISTERED OFFICE

156/157 15th Floor Nariman Bhavan
227 Nariman Point
Mumbai 400 021

Tel. No.: 91 22 6665 2700

Fax No.: 91 22 6665 2827

E-mail address: investor_relations@rallis.co.in

Website: www.rallis.co.in

AUDITORS

Deloitte Haskins & Sells LLP

SOLICITORS & ADVOCATES

Crawford Bayley & Company

SENIOR LEADERSHIP

V. Shankar	*Managing Director & CEO*
K. R. Venkatadri	*Chief Operating Officer*
Ashish Mehta	*Chief Financial Officer*
Prosenjit Bose	*Chief - Technology, Innovation & Business Development*
M. M. Tripathy	*Vice President - Human Resources & Business Excellence*
Ravindra R. Joshi	*Vice President - Manufacturing*
C. M. Singh	*Vice President - Domestic Sales*
P. V. Reddy	*Vice President - Marketing & CRM Services*
D. G. Shetty	*Vice President - Planning, Logistics & Third Party Management*
Subhra Jyoti Roy	*Vice President - International Business*
N. K. Uppal	*Vice President - Agri Services*
Coomie N. Kapadia	*Head - Internal Audit*
Alok Chandra	*General Manager - Corporate Sustainability*

SHARE REGISTRARS AND TRANSFER AGENTS

TSR Darashaw Limited
6-10 Haji Moosa Patrawala Industrial Estate,
20 Dr. E. Moses Road,
Mahalaxmi, Mumbai 400 011.
Tel. No.: 91 22 6656 8484
Fax No.: 91 22 6656 8494
E-mail address: csg-unit@tsrdarashaw.com
Website: www.tsrdarashaw.com

BANKERS

State Bank of India
Citibank N.A.
Corporation Bank
BNP Paribas
IDBI Bank Limited
Axis Bank Limited
ICICI Bank Limited
HDFC Bank Limited
Oriental Bank of Commerce
Kotak Mahindra Bank Limited

CHAIRMAN'S STATEMENT

Dear Shareholders,

The topic of whether agriculture will be of great importance in the coming years is a crucial public issue. Although agricultural growth has fared well since 2000, in the last two years growth has slowed down. The back-to-back below average monsoon during the last two years has had a big impact on agriculture operations. It is fair to state that urgent attention is required in this sector. After all agriculture and allied sector accounts for a major share of employment. Positive agricultural growth is linked to larger community welfare and has a constructive influence in the overall economic growth of the country.

Certain questions on agriculture arise naturally. Firstly over half the workforce amounting to 260 million people is deployed in agriculture and allied sector. There is an urgent need to upgrade their skills in agronomic practices, soil/ water/ pest/ nutrient management, and post-harvest technologies. Yet in the national discourse on skill building we hear very little about upgrading agricultural skills. Secondly India's agricultural exports account for about 40 billion USD and are about 12% - 13% of India's basket of exports. It surely has the potential of being higher if we can improve productivity and management systems. Yet there is very little talk about agricultural production in the country's manufacturing program. Thirdly, there is an urgent need to expand financial inclusion in the country. This can be significantly advanced if farmer awareness is increased to form Farmer Producer Organisations (FPOs) under the Companies Act. Such organisations can also become the employer of the trained and skilled agriculture workers. Yet the actions to increase FPOs in the country are not gaining the desired momentum.

Our country is fortunate to have experts of outstanding stature in all aspects of agriculture – farm economics, agricultural markets, finance and risk management, marketing of inputs and outputs, as well as science and technology. Agriculture and farming are also connected to livelihood and social mores, thus it is one of the most complex subjects with interconnections amongst its various constituents. Three critical questions need to be answered –

1. Although the last couple of years have been difficult for Indian agriculture, has it performed well in this millennium?
2. Indian agriculture productivity does not compare well with other countries. What is the problem with Indian agriculture?
3. In agriculture we must **do things differently**. What can be a national framework to execute a "Mindful Agriculture" program by better co-ordination among various independent agencies and institutions?

Last year, our Directors Mr. R Gopalakrishnan and Dr. YSP Thorat shared their perspective around how *India's lack of a credible and focused managerial framework could hinder in the transformation that agriculture requires*. Their conclusion was that agriculture does not suffer from lack of ideas, funds or governmental initiatives. The current initiatives and institutions are fragmented and work in silos, there is a need to work together, do things differently, and get centres of expertise in credit, rural development, risk management, technology, training to work together collaboratively. What could be strengthened is an integrated and holistic framework, which provides a managerial way of implementing changes. Notwithstanding the availability of several expert reports, they articulated an integrated framework named "Sarthak Krishi Yojana".

In devising and executing any national policy, it is difficult to separate the many inter-related components. Undoubtedly they are all linked. However an integrated framework is helpful. A holistic national framework to address agricultural problems could derive structural lessons from the way India industrialised. The pillars on which the industrialisation strategy was based played out over 60 years, admittedly with flaws and strengths, but today India is counted among the top industrial powers in the world.

Rallis India Limited

T – The first pillar was Technology and an articulated approach towards adoption of new technologies.

R – The second pillar was the setting up of Risk and financing: Banks and development financial institutions to promote industry, general insurance, industrial safety and national standards institutions to mitigate risks.

I – The third pillar was the setting up of Institutions of governance: the Companies Act (1956), industrial reconstruction institutions and so on.

P – The fourth pillar was the formulation of an Industrial Policy. What India would make; what roles would be assigned to the public, private and the SME sectors; who would approve; and very importantly what the technology policy would be. With respect to agriculture, I must emphasise the need for a clear national stance with respect to technology.

S – The fifth pillar was developing Skills — technical training. Setting up of a matrix of ITI skill development centres, industrial apprenticeship schemes and employment opportunities in industry.

Putting together a similar set of pillars for agriculture could be helpful to aggregate the wisdom that already exists and to address the development issues that the nation faces.

The holistic plan should encompass **T**echnology, **R**isk, **I**nstitutions, **P**olicy and **S**kills (*TRIPS*), and the nation needs a forward-looking Sarthak Krishi Yojana which encompasses five pillars:

I. **T**echnology Incubation - outcome based technology policy encouraging research, innovation and incubation.
II. Agricultural Financing and **R**isk Institutions - Banks and financial institutions to help promote technology infusion, insurance and mechanisation.
III. Governance **I**nstitutions - Actively promote farmer producer organisations.
IV. National Agricultural **P**olicy - Focus on improving human and farm productivity.
V. Agricultural Technical Training Institutes (**S**kills)

To ensure the success of Sarthak Krishi Yojana, it should be a collaboratively driven project with the States, similar to Jan-Dhan Yojana, Atal Pension Yojana and Swachh Bharat Abhiyan. A high-level task force may be constituted to articulate the features and components that would constitute these five pillars, seek consensus with States and implement as a comprehensive National Agricultural Mission. This has the chance to instil enthusiasm in the agricultural sector and invite wide participation.

Technology Adoption
- Clear policy with regard to new technologies in seeds, crop nutrition & protection
- Promoting innovative reserch

Risk Mitigation
- Use of IT for agriculture
- Wider dissemination of crop insurance
- More rapid financial inclusion

Institutions of Governance
- Market intensively the idea of FPOs- Frame Producer Organizations.
- Spread successful Knowledge and experiences
- Improved access to markets

Agricultural Policy
- Institutional collaboration between center & state
- Increase rural Infrastructure v/s subsidies

Skill Development
- Set up Agri Tech Training Institutes.
- Improved Employability

COMPANY PERFORMANCE OVERVIEW

The year 2015-16 saw the most severe agro climatic conditions with back to back deficient year only for the fourth time in over a century and water levels in reservoirs at their lowest in at least a decade. This with lower farm incomes has led to rising rural distress. Globally a strong US dollar, lower agro commodity prices with ample supplies and the El Nino phenomenon impacted weather patterns across the Globe leading to drop in global crop protection sales. In this context your Company's consolidated net sales crossed ₹ 1,611 crores for FY16, a drop of 10% over previous year and PAT was lower by 9% to ₹ 143 crores. The highlight has been cash generated from operations at ₹ 233 crores, rising by ₹ 165 crores from last year.

Your Company in accordance with its long term sustainability journey has taken number of initiatives. A Solar power plant has been established at Dahej, new product launches are greener in nature and the Company continues to focus on growing a compelling portfolio of non-pesticides products and Business lines.

Rallis Kisan Kutumb (RKK) our flagship farmer relationship initiative continues to grow well and a significant increase in farmer contacts (over 1 million farmers) has led to productivity improvement. Your Company in current year has taken up number of ICT initiatives which will help to integrate various platforms. RKK will be further leveraged in coming years with the help of Digital technologies.

Samrudh Krishi programme which provides a holistic agro advisory services wherein customized recommendations are provided by crop-advisors has been migrated to technology platforms through mobile apps. These programs are designed to provide to the farmers actionable information on agronomic practices, efficient use of agri inputs to improve productivity while optimising on costs. Various communication means are deployed such as regular contacts throughout the crop cycle, organizing crop seminars, product demonstrations through carefully designed Package of Practices (PoP), Farmer exchange programmes (*Prerna*), Focused Group Discussions (FGDs) and Advisory Services.

Sustainability is core to all the activities which are done in your Company. Your Company continues to build necessary field force competencies, through the **Tata Rallis Agri-Input Training Scheme (TRAITS)**, whereby non-graduate, rural youths with a farming background are trained in agri-marketing and crop advisory activities. TRAITS has helped in providing employment to and improving employability of rural unemployed youth with an agricultural background in the Company and elsewhere. **Jal Dhan** a key water conservation project has been intensified in current year and started work in drought prone/ rain fed areas in Maharashtra including desilting, repairing and creating existing and new structures respectively. Even afforestation was focused to increase ground water level and soil conservation. This has touched the lives of more than 60,000 people as potential beneficiaries.

Your Company continues to invest in relationship with farmers and helps them to make agriculture more sustainable. Its branding and marketing expertise, with a strong product portfolio is making its presence as an Agricultural Solutions Company, which is helping farmers to change their lives.

ACKNOWLEDGEMENT

I would like to express my sincere appreciation for the support of the shareholders, employees, Tata Group, suppliers and commercial partners during the year. I would also like to thank my colleagues on the Board for their continued support and guidance to the Company's management, which certainly encourages the management in meeting the challenges in the Company's growth journey.

Chairman

Mumbai
May 16, 2016

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NOTICE OF MEETING

NOTICE is hereby given that the 68th Annual General Meeting of Rallis India Limited will be held at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020 on Friday, the 24th June, 2016 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March, 2016 together with the Report of the Auditors thereon.
3. To declare dividend for the financial year 2015-16 on Equity Shares.
4. To appoint a Director in place of Mr. R. Mukundan (DIN: 00778253) who retires by rotation and being eligible offers himself for re-appointment.
5. **Ratification of appointment of Statutory Auditors and fixing their remuneration.**

   To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

   RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (`AGM') till the conclusion of the Sixty Ninth (69th) AGM of the Company to be held in 2017 at such remuneration, including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS

6. **Appointment of Mr. Bhaskar Bhat (DIN: 00148778) as Director.**

   To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

   RESOLVED THAT Mr. Bhaskar Bhat (DIN: 00148778), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 8th October, 2015 and who holds office upto the date of this Annual General Meeting under Section 161 (1) of the Companies Act, 2013 (`the Act') and Article 116 of the Articles of Association of the Company, but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a Member, proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.

7. **Ratification of Cost Auditors' remuneration.**

   To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

   RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 4 lakhs plus applicable taxes and out-of-pocket expenses payable to M/s. N. I. Mehta & Co., who are appointed as Cost Auditors of the Company to conduct Cost Audits relating to Insecticides (Liquid, Solid and Technical Grade), Fertilizers and Chemicals (Plastics and Polymers) of the Company for the year ending 31st March, 2017.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Notes:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos.5 to 7 above is annexed hereto. The relevant details of the Directors seeking re-appointment/ appointment under Item Nos.4 and 6, pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the Meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization.

   Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. A route map giving directions to reach the venue of the 68th Annual General Meeting is given at the end of the Notice.

4. **Process and manner for Members opting to vote through electronic means:**

   In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of The Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 68th Annual General Meeting ('AGM') by electronic means and the business may be transacted through the e-voting services provided by National Securities Depository Ltd. ('NSDL').

   The instructions for e-voting are as under:

   A. In case of Members receiving an email from NSDL (for Members whose email addresses are registered with the Company/ Depository Participants):

      (i) Open the email and open pdf file "Rallis India e-voting.pdf" with your Client ID or Folio No. as password. The pdf file contains your user ID and password/ PIN for e-voting. Please note that this password is an initial password.

      (ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com

      (iii) Click on "Shareholder – Login".

      (iv) Insert User ID and password as initial password/ PIN noted in step (i) above. Click Login.

      (v) You will now reach Password Change Menu, wherein you are required to mandatorily change your password/ PIN with new password of your choice. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.). On first login, the system will prompt you to change your password and update your contact details like mobile number, email address, etc. in the user profile details of the folio, which may be used for sending future communications. You will also need to enter a secret question and answer of your choice to retrieve your password in case you forget it. Note your new password. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

      (vi) You need to login again with the new credentials. Home page of e-voting will open. Click on "e-voting: Active Voting Cycles".

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(vii) Select the "EVEN" (Electronic Voting Event Number) of Rallis India Limited. Now you are ready for e-voting as Cast Vote page opens.

(viii) On the voting page, you may cast your vote by selecting an appropriate option "For" or "Against" and click "**SUBMIT**". A confirmation box will be displayed. Click "**OK**" to confirm or "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote. Upon confirmation, the message "Vote Cast Successfully" will be displayed.

(ix) You can similarly vote in respect of all other resolutions forming part of the Notice of the AGM. During the voting period, Members can login any number of times till they have voted on all the Resolutions.

(x) If you wish to log out after voting on a few resolutions and continue voting for the balance resolutions later, you may click on "**RESET**" for those resolutions for which you have not yet cast the vote.

(xi) Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at the email address: navnitlb@nlba.in with a copy marked to evoting@nsdl.co.in. The scanned image of the above mentioned documents should be in the naming format: Corporate Name_EVEN NO.

B. In case of Members whose email addresses are not registered with the Company/ Depository Participants, their User ID and initial password/ PIN is provided on the Attendance Slip sent with the AGM Notice.

Please follow all steps from Sr. No. (ii) to (xi) as mentioned in A above, to cast your vote.

C. Members who are already registered with NSDL for e-voting can use their existing User ID and password/ PIN for casting their votes.

D. Members holding shares in either physical or dematerialized form as on the Cut-Off Date of 17th June, 2016, may cast their votes electronically. The e-voting period for the Members who hold shares as on the cut-off date commences on **Tuesday, 21st June, 2016 (9.00 am)** and ends on **Thursday, 23rd June, 2016 (5.00 pm).** The e-voting module shall be disabled by NSDL for voting thereafter.

E. In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of https://www.evoting.nsdl.com or call on toll free No.:1800 222 990. Any query or grievance connected with the remote e-voting may be addressed to the Company Secretary, Mrs. P. S. Meherhomji at 2nd Floor, Sharda Terraces, Plot No.65, Sector 11, CBD Belapur, Navi Mumbai 400 614, Tel: +91 22 6776 1657, Fax: +91 22 6776 1775, Email: pmeherhomji@rallis.co.in

5. **General instructions/ information for Members for voting on the Resolutions:**

(a) Facility of voting through Poll paper shall be made available at the AGM. Members attending the AGM, who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.

(b) Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to vote again at the AGM.

(c) The voting rights of the shareholders (for voting through remote e-voting or by Poll paper at the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on **17th June, 2016 ('Cut-Off Date')**. 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 or of voting at the AGM.

(d) Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. 17th June, 2016, may obtain the login Id and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com.

(e) Mr. N. L. Bhatia, Practicing Company Secretary (Membership No.FCS 1176/ CP No. 422) has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process as well as voting through Poll paper at the Meeting, in a fair and transparent manner.

(f) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, and thereafter unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company.

(g) The Scrutinizer will collate the votes cast at the AGM and votes downloaded from the e-voting system and make, not later than twenty four hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

(h) The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.rallis.co.in and on the website of NSDL immediately after their declaration, and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd. and National Stock Exchange of India Ltd.

(i) Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM, i.e. Friday, 24th June, 2016.

6. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting

7. Members/ Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Annual General Meeting, along with their copy of the Annual Report. Copies of the Annual Report will not be distributed at the Meeting.

8. **Book Closure and Dividend:**

(a) **The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, 14th June, 2016 to Friday, 24th June, 2016 (both days inclusive).**

(b) If dividend on Equity Shares, as recommended by the Board, is approved at the Meeting, the payment of such dividend will be made on 28th June, 2016 as under:

(i) To all Beneficial Owners in respect of shares held in electronic form, as per details furnished by the Depositories for this purpose as on the beginning of 14th June, 2016.

(ii) To all Members in respect of shares held in physical form, whose names are on the Company's Register of Members on 14th June, 2016.

9. **Payment of dividend through electronic means:**

(a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in their bank accounts through electronic means. The facility is available at all bank branches which have registered themselves as participating banks with National Payment Corporation of India and have joined the Core Banking System. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Share Registrars and Transfer Agents, TSR Darashaw Ltd. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.

(b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

10. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Share Registrars and Transfer Agents.

11. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Share Registrars and Transfer Agents for assistance in this regard.

12. **Nomination Facility:**

    As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and 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 fresh nomination, he may submit the same in Form No. SH-14. Both Forms are appended at the end of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

13. **Unclaimed Dividends:**

    (a) **Transfer to General Revenue Account:**

    Pursuant to Section 205A of the Companies Act, 1956, all unclaimed/ unpaid dividends up to the financial year ended 31st March, 1995 have been transferred to the General Revenue Account of the Central Government. Members who have not yet encashed their dividend warrants for the said period are requested to forward their claims in Form No. II prescribed under the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 to –

    Office of the Registrar of Companies,
    CGO Complex, A Wing, 2nd Floor,
    Next to Reserve Bank of India,
    CBD, Belapur 400 614.

    (b) **Transfer to the Investor Education and Protection Fund:**

    Members are hereby informed that after the amendment of the Companies Act, 1956, w.e.f. 31st October, 1998, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of Investor Education and Protection Fund ('the Fund') established by the Central Government. In accordance with Section 205C of the Companies Act, 1956, no claim shall lie against the Company or Fund in respect of the amounts transferred to the Fund.

    As per the above provisions, unclaimed/ unpaid dividend from the financial year ended 31st March, 1996 upto the financial year ended 31st March, 2008 has been transferred by the Company to the Fund. Members who have not yet encashed their dividend warrant(s) for any subsequent financial years are requested to make their claims to the Company without any delay.

    It may be noted that the unclaimed dividend for the financial year 2008-09, declared on 29th May, 2009, can be claimed by the shareholders by 28th May, 2016. Unclaimed Interim Dividend, declared on 20th October, 2009, can be claimed by the shareholders by 19th October, 2016.

(c) **Details of Unclaimed Dividend on Website:**

In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends for the financial year ended 31st March, 2009 and subsequent years on the Website of Investor Education and Protection Fund, www.iepf.gov.in and under "Investor Relations" Section on the website of the Company, www.rallis.co.in.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Share Registrars and Transfer Agents.

15. **Updation of Members' Details:**

    The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Share Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

16. Electronic copy of the Annual Report for 2015-16 is being sent to all Members whose email addresses are registered with the Company/ Depository Participants for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report for 2015-16 are being sent in the permitted mode.

17. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Share Registrars and Transfer Agents/ their Depository Participants, in respect of shares held in physical/ electronic mode respectively.

By Order of the Board of Directors

P. S. MEHERHOMJI
Company Secretary

Dated: 26th April, 2016

Registered Office:

Rallis India Limited
156/157 15th Floor Nariman Bhavan
227 Nariman Point
Mumbai 400 021
CIN: L36992MH1948PLC014083
Tel. No.: 91 22 6665 2700
Fax No.: 91 22 6665 2827
E-mail address: investor_relations@rallis.co.in
Website: www.rallis.co.in

Rallis India Limited

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 26th April, 2016.

Item No. 5:

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

Deloitte Haskins & Sells LLP (DHS), Chartered Accountants, Mumbai (ICAI Firm Registration No. 117366W/W-100018) were appointed as the statutory auditors of the Company for a period of two years at the Annual General Meeting ('AGM') of the Company held on 29th June, 2015, to hold office from the conclusion of the 67th AGM till the conclusion of the 69th AGM to be held in 2017.

As per the provisions of Section 139 (1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM.

Accordingly, ratification of the Members is being sought for the appointment of the Statutory Auditors, as per the proposal contained in the Resolution set out at Item No.5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.5 for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No.5 of the Notice.

Item No.6:

Mr. Bhaskar Bhat (DIN: 00148778) was appointed Additional Director of the Company by the Board of Directors, with effect from 8th October, 2015. Pursuant to Section 161 of the Act and Article 116 of the Articles of Association of the Company, Mr. Bhat holds office as Director upto the date of the forthcoming Annual General Meeting of the Company and is eligible for appointment as a Director. Notice under Section 160 (1) of the Act has been received from a Member, signifying her intention to propose Mr. Bhat for the office of Director at the forthcoming Annual General Meeting.

Mr. Bhaskar Bhat is a B. Tech (Mechanical Engineering) degree holder of IIT - Madras, and a post graduate diploma holder in Management from IIM - Ahmedabad.

Mr. Bhat has extensive experience and expertise in Sales and Marketing. He started his career as a management trainee with Godrej & Boyce Manufacturing Company. In 1983, he joined the Tata Watch Project (initiated at Tata Press Ltd.) and has since then been associated with the Tata Watch Project, which later became Titan Watches Ltd., and now Titan Company Ltd. At Titan, Mr. Bhat has dealt with Sales & Marketing, HR, International Business and various general managerial assignments. He is the Managing Director of Titan Company Ltd. since 1st April, 2002.

Mr. Bhat is a member of the Governing Council at the T. A. Pai Management Institute, Manipal and the SDM Institute of Management and Development, Mysore. He was awarded the Distinguished Alumnus Award of IIT Madras in 2008.

The Board considers it desirable to continue to receive the benefit of Mr. Bhaskar Bhat's advice and guidance and commends the Resolution as set out in Item No.6 of the Notice for approval by the Members of the Company.

Mr. Bhaskar Bhat is interested and concerned in the Resolution mentioned at Item No.6 of the Notice. Other than Mr. Bhat, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution. Mr. Bhat is not related to any other Director of the Company.

Item No.7:

The Company is directed, under Section 148 of the Act, read with The Companies (Cost Records and Audit) Rules, 2014 ('the Rules'), to have the audit of its cost records conducted by a cost accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. N. I. Mehta & Co. as the Cost Auditors of the Company to conduct Cost Audits relating to Insecticides (Liquid, Solid and Technical Grade), Fertilizers and Chemicals (Plastics and Polymers) of the Company for the year ending 31st March, 2017, at a remuneration of ₹ 4 lakhs plus applicable taxes and out-of-pocket expenses.

M/s. N. I. Mehta & Co. have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company. M/s. N. I. Mehta & Co. have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the past several years.

In accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

The Board commends the remuneration of ₹ 4 lakhs plus applicable taxes and out-of-pocket expenses to M/s. N. I. Mehta & Co. as the Cost Auditors and the approval of the Shareholders is sought for the same by an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No.7 of the Notice.

By Order of the Board of Directors

P. S. MEHERHOMJI
Company Secretary

Dated: 26th April, 2016

Registered Office:

Rallis India Limited
156/157 15th Floor Nariman Bhavan
227 Nariman Point
Mumbai 400 021
CIN: L36992MH1948PLC014083
Tel. No.: 91 22 6665 2700
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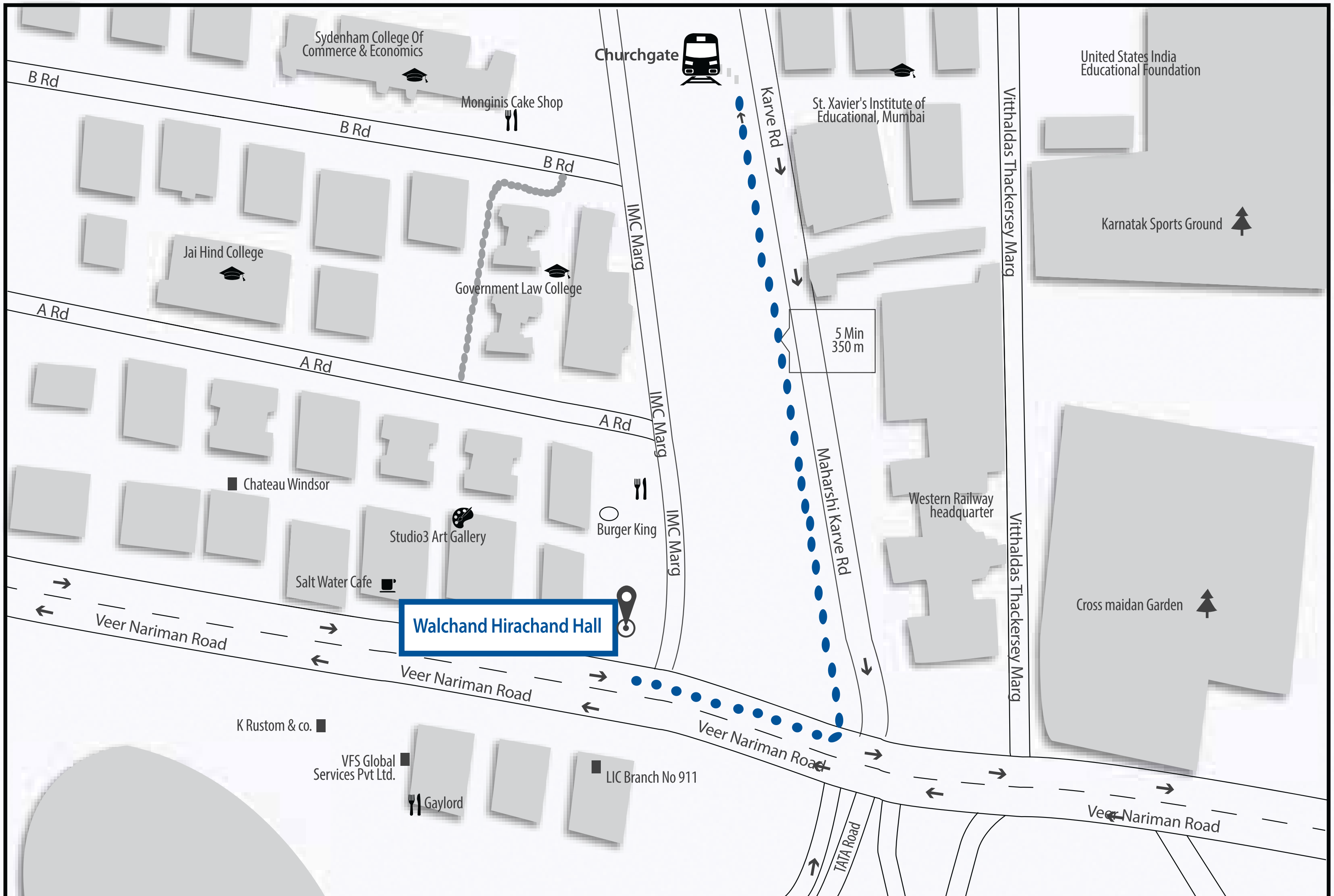
Website: www.rallis.co.in

Rallis India Limited

Details of Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting
[Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mr. R. Mukundan	Mr. Bhaskar Bhat
Date of Birth	19.09.1966	29.08.1954
Date of Appointment	03.12.2009	08.10.2015
Expertise in specific functional areas	Mr. Mukundan has wide experience in the field of Strategy & Business Development, Corporate Quality & Business Excellence, Corporate Planning and Manufacturing. He was Executive Vice President of the Global Chemicals Business and Consumer Products in Tata Chemicals Ltd. from 2007 and is currently its Managing Director.	Mr. Bhat has extensive experience and expertise in sales and marketing. Since 1983, he has been associated with the Tata Watch Project (initiated at Tata Press Ltd.), which later became Titan Watches Ltd. and now Titan Company Ltd. At Titan, Mr. Bhat has dealt with Sales & Marketing, HR, international business and various general managerial assignments. He is the Managing Director of Titan since April 2002.
Qualifications	BE (Electrical Engineering) from IIT, Roorkee and MBA from FMS, Delhi University. Also attended the Advanced Management Programme at Harvard Business School in 2008.	B.Tech (Mechanical Engineering) from IIT, Madras. Post graduate diploma holder in Management from IIM, Ahmedabad.
Relationships between Directors inter-se	None	None
No. of shares held in the Company	NIL	NIL
List of companies in which Directorship held as on 31.03.2016 (excluding foreign, private and Section 8 companies)	1. Rallis India Ltd. 2. Tata Chemicals Ltd. (Managing Director) 3. Tata International Ltd. 4. Metahelix Life Sciences Ltd.	1. Rallis India Ltd. (Chairman) 2. Titan Company Ltd. (Managing Director) 3. Titan Time Products Ltd. 4. Tata Chemicals Ltd. 5. Trent Ltd. 6. Bosch Ltd. 7. Tata Ceramics Ltd. (Chairman) 8. Titan Engineering & Automation Ltd. 9. Tata SIA Airlines Ltd. (Chairman)
Chairman/ Member of the Mandatory Committees of the Board of the companies on which he is a Director as on 31.03.2016	1. Tata Chemicals Ltd. - Stakeholders Relationship Committee	1. Titan Company Ltd. -Stakeholders Relationship Committee 2. Bosch Ltd. -Audit Committee

ROUTE MAP to the Venue of the 68th Annual General Meeting



Rallis India Limited

BOARD'S REPORT

TO THE MEMBERS OF RALLIS INDIA LIMITED

The Directors hereby present their Sixty-eighth Annual Report on the business and operations of the Company and the financial statements for the year ended 31st March, 2016.

FINANCIAL RESULTS

₹ in crores

	Standalone		Consolidated	
	2015-16	*2014-15*	**2015-16**	*2014-15*
Revenue from operations (Gross)	**1,404.31**	*1,614.90*	**1,726.54**	*1,918.27*
Excise Duty	**(98.68)**	*(103.69)*	**(98.68)**	*(103.69)*
Revenue from operations (Net)	**1,305.63**	*1,511.21*	**1,627.86**	*1,814.58*
Other Income	**4.33**	*1.72*	**13.66**	*4.16*
	1,309.96	*1,512.93*	**1,641.52**	*1,818.74*
Profit/ (-) Loss before Finance cost, Depreciation and Tax	**207.38**	*253.41*	**230.17**	*277.14*
Finance Costs	**(7.92)**	*(4.79)*	**(13.55)**	*(10.13)*
Depreciation	**(38.81)**	*(44.59)*	**(44.59)**	*(49.58)*
Profit before Tax	**164.98**	*205.75*	**185.68**	*221.59*
Provision for Tax	**(35.85)**	*(56.46)*	**(35.84)**	*(56.45)*
Deferred Tax	**(3.11)**	*(3.87)*	**(3.11)**	*(5.33)*
Profit for the year before minority interest	**126.02**	*145.42*	**146.73**	*159.81*
Minority Interest	-	-	**3.70**	*2.58*
Profit for the year	**126.02**	*145.42*	**143.03**	*157.23*
Balance of Profit brought forward from previous year	**432.09**	*361.92*	**448.40**	*366.42*
	558.11	*507.34*	**591.43**	*523.65*
Appropriations				
Transfer from/ (to) General Reserve	**(12.60)**	*(14.54)*	**(12.60)**	*(14.54)*
Interim Dividend	-	*(19.45)*	-	*(19.45)*
Income Tax on Interim Dividend	-	*(3.89)*	-	*(3.89)*
Proposed Equity Dividend	**(48.62)**	*(29.17)*	**(48.62)**	*(29.17)*
Income tax on Equity Dividend	**(9.90)**	*(5.83)*	**(9.90)**	*(5.83)*
Depreciation on transition to Schedule II of the Companies Act, 2013	-	*(2.37)*	-	*(2.37)*
Balance Profit/(-) Loss carried forward to Balance Sheet	**486.99**	*432.09*	**520.31**	*448.40*

Footnotes: 1. Figures have been rounded off to ₹ crores.

2. Previous year's figures have been regrouped/ restated wherever necessary to conform to the classification of the current year.

The Company proposes to transfer an amount of ₹ 12.6 crores to the General Reserves. An amount of ₹ 54.9 crores is proposed to be retained in the Statement of Profit and Loss.

DIVIDEND

The Directors are pleased to recommend a dividend of ₹ 2.50 per share (250%) on the Equity Shares of the Company (*Previous year ₹ 2.50 per share including ₹ 1 per share towards interim dividend, i.e. 250%*). If the dividend, as recommended above, is declared by the Members at the Annual General Meeting, the total outflow towards dividend on Equity Shares for the year would be ₹ 58.51 crores (including dividend tax) (*Previous Year ₹ 58.34 crores*).

SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2016 was ₹ 19.45 crores. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company. As on 31st March, 2016, none of the Directors of the Company hold shares of the Company.

COMPANY PERFORMANCE

The Company's consolidated revenues during the year are ₹ 1,726.54 crores, as compared to ₹ 1,918.27 crores in the previous year. The Company's profit before tax on a consolidated basis is ₹ 185.68 crores during the year, as compared to ₹ 221.59 crores in the previous year, a decrease of 16.2% over the last year. The Company earned a net profit of ₹ 143.03 crores, lower by 9%, as against a net profit of ₹ 157.23 crores in the previous year, on a consolidated basis.

OPERATIONS

1. CROP PROTECTION

The financial year 2015-16 witnessed very challenging times, with back to back drought years, accompanied by low farmer netbacks and tough market conditions. This had an adverse impact on the usage of crop protection products. Below than normal rainfall and a later-than-normal withdrawal from northern and central parts of India pushed the countrywide cumulative rainfall deficiency to 14%. Rainfall deficit in 2015 affected crops spread over an area of 19 million hectares. Additionally, 3.2 million hectares of crop area were damaged by storms and floods since April.

This year's monsoon was extremely weak over Gujarat, Madhya Maharashtra, Marathwada, North interior Karnataka, Telangana, East Uttar Pradesh and Punjab. Delay in start of the monsoon led to late overall Kharif sowing, which eventually pushed the season till end October. This set back Kharif operations in many parts of the country, impacting sowing of key crops such as Paddy, Cotton, Soybean, Ground Nut etc. Both the temporal and spatial distribution of rainfall was poor, affecting the acreage as well as crop yields for Kharif. Overall Kharif 2015 ended on a poor note.

It was expected that the situation would improve in the month of October - the beginning of the Rabi season; but due to low farm sentiments and poor cash reserves with farmers, they could not afford to go for full-fledged sowing. This resulted in decrease in Rabi acreages by more than 25 lakh hectares till December compared to the previous year. While sowing was under way, unavailability of canal water due to low reservoir levels and dry spells after initial rains impacted crop health, due to which the required sprays could not happen as expected.

Crops impacted due to drought: The Company has a major presence in States such as Punjab, Haryana, Maharashtra, Gujarat and the southern States. Maharashtra, Karnataka and Gujarat experienced one of the worst phases of long run droughts. After a good start to the monsoon, July and August months were completely dry. This impacted key crops such as Soybean, Cotton, Paddy and Pulses, on which the industry is dependent.

Whitefly attack in Cotton in North and its impact on overall industry: During the year, States like Punjab and Haryana experienced an unprecedented epidemic of pest attack in Cotton. Whitefly attack on cotton distressed farmers, the trade as well as the State Governments. Government actions to curb sub-standard products being sold for containing the impact, led to overall slowdown in trade.

Actions by the Company to address the challenges: Your Company's domestic sales team optimally utilized available resources during the year to meet the challenges of the severe seasonal aberrations. Greater focus was given to Fruits & Vegetables (F&V), where resources were utilized to scale up the business. Initiatives introduced by the Company during previous years, such as EAGLE (Expansion and Aggressive Growth through Leadership and Excellence), RKK (Rallis Kisan Kutumb) and SAMPARK were interlinked for more effective results. Your Company is also progressing well on ICT implementation and tried pilot projects in some areas. ICT interventions will enable the Company in more effectively providing necessary services to farmers. The RKK data is being utilized in a major way in establishing farmer connect. Rallis is fully aligning all its channels digitally to connect with the farmers. Channel finance and channel partner studies have been introduced during the year for distribution optimization. e-Bandhan adds a dimension of connect between the dealers and the Company and has got a good response during the period.

New Products introduced during the year: One new Insecticide was introduced during the year. Your Company is strengthening its presence in the Herbicide segment and has introduced two new Herbicides during the year -

- **ZEENY:** An insecticide, is an advanced formulation for the control of Jassids on Okra, strengthening the F&V portfolio of the Company.
- **MARK:** A new generation, pre-emergent herbicide for the control of weeds in Soybean.
- **Panida Grande:** A novel broad spectrum formulation of pendimethlin for the control of weeds in various crops.

The **global crop protection sales** are down by 8.5% to US$ 51.8 billion at the distributor level in 2015, as against US$ 56 billion in 2014. Key reasons for this are lower prices of agricultural commodities, high inventory levels at distributor level in many countries, strengthening of US dollar against most major currencies, variable weather patterns including a weak monsoon due to the ongoing El Nino phenomenon. The market has been further weakened by low pest/ disease pressure.

Weather conditions turned very dry in 2015. El Nino factor delayed rains in Brazil and Argentina, leading to late sowing of crops. This phenomenon prevailing in most of the African and other countries, a weak monsoon in Asia and a dry summer in Northern Europe and Canada affected sentiments.

The global planted areas of wheat and soybeans rose, while all other major crops experienced a decline. Maize and rice planting areas marginally declined, while cotton, oilseed, rape and sunflower areas suffered a greater fall in planted areas. There was an increase in the area of stacked trait varieties.

Given these adverse conditions, **the International Business Division** achieved sales of ₹ 402 crores in the current year, as against ₹ 500 crores in 2014. A number of registrations have been obtained during the year and the International Business Division commercialized two products in different geographies. The Company made major forays in the African continent, with several product launches. While there is a drop in insecticide sales, herbicides and fungicides in Latin America did comparatively better.

Alliances and Domestic Institutional Business: Managing alliances relationship is one of the strategic pillars of your Company for achieving sustainable and profitable growth. Our strong Alliance business model with a mix of value-added and off-patent products, allows us to offer certain distinctive products.

2. **NON-PESTICIDE PORTFOLIO (NPP)**

The Company's Non-Pesticide Portfolio gives it an opportunity to serve the emerging needs of the farming community, by leveraging its traditional connection with the farmers. This enables the farmers to look at the Company as a solution provider for all their agriculture related needs. Your Company continues its efforts to strengthen its non-pesticide portfolio business. The share of NPP sales during the year was 31% of the total revenue.

Seeds and Plant Growth Nutrients (PGN):

Your Company is continuing its efforts to establish its own seed brands in various segments of cotton, rice, maize, millet, wheat and mustard. High potential segments along with geographies were identified and suitable products selected, with the support of consistent, strong and extensive field activities.

As a move towards sustainable agriculture, your Company is increasing its focus on plant growth nutrients. Rallis has a wide range of specialty nutrient products and is focused on greener and cleaner products to address sustainable agriculture. These products will not only act as a vehicle for addressing the concerns of deteriorating soil health and crop health, but also facilitate catering to small and marginal farmers.

Agri Services:

Agri Services portfolio comprises the organic manure product GeoGreen, Samrudh Krishi (SK) initiative, MoPu (More Pulses) initiative and agri implements. During the financial year, sales of GeoGreen were impacted due to severe drought conditions across India. SK initiative was migrated to technology platform, which enables farmers to access our advisory services over android based mobile app. The MoPu initiative continues to add value for farmers covered under the programme. Our Agri implements presence currently consists of sprayers.

ASSIGNMENT OF LEASEHOLD RIGHTS FOR TURBHE LAND

The Company has signed an Agreement with Ikea India Pvt. Ltd., for assignment of its leasehold rights in respect of its leasehold land at Turbhe, Navi Mumbai, for a gross consideration of ₹ 214 crores. The arrangement is subject to the Company obtaining necessary approvals under various regulations.

SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company and its subsidiaries, prepared in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 (`the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, form part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company.

The annual financial statements of the subsidiaries and related detailed information will be kept at the Registered Office of the Company, as also at the registered offices of the respective subsidiary companies and will be available to investors seeking information at any time.

The consolidated financial results reflect the operations of the following subsidiaries: Metahelix Life Sciences Ltd., Zero Waste Agro Organics Ltd. and Rallis Chemistry Exports Ltd.

The Company has adopted a Policy for determining Material Subsidiaries in terms of Regulation 16 (1) (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The Policy, as approved by the Board, is uploaded on the Company's website.

PERFORMANCE OF SUBSIDIARIES

(1) **Metahelix Life Sciences Ltd.**

During the year, the Company has acquired the balance Equity Shares in Metahelix Life Sciences Ltd. (Metahelix). Consequently, the shareholding of the Company in Metahelix has increased from 80.51% to 100%, making Metahelix a wholly owned subsidiary of your Company.

Rallis India Limited

The revenue from operations of Metahelix increased from ₹ 309.99 crores in the previous year, to ₹ 334.08 crores during 2015-16, registering a growth of 7.8% over the previous year. Net profit during the period is ₹ 20.62 crores, as compared to ₹ 16.52 crores in the previous year, which includes an amount of ₹ 6.81 crores of non-operating income.

The seed industry experienced one of the worst years in a long time, leading to drop in industry volumes across all the major crops. Under the circumstances, Metahelix continued its impressive performance with growth in volumes and market shares in most crops. Metahelix was one of the few Companies to buck the lower trend in the industry and show growth in sales and volumes. In addition to strong business performance, Metahelix during the year strengthened its brand presence in the market, helping it to realize better prices in the market. It has also strengthened its supply capabilities with the addition of newer locations.

(2) **Zero Waste Agro Organics Ltd.**

Net sales of Zero Waste Agro Organics Ltd. (ZWAOL) increased from ₹ 11.35 crores in the previous year to ₹ 11.45 crores during 2015-16. Net profit during the period is ₹ 0.26 crores, as compared to a net loss of ₹ 0.92 crores in the previous year.

During the year, ZWAOL has modified its production arrangements with third parties, to move to a comprehensive efficient model of turnkey manufacture, while having stringent quality assurance processes. This process will continue to cover all sites in the coming year.

(3) **Rallis Chemistry Exports Ltd.**

The Company is yet to commence commercial activities and currently is not operational.

During the year under review, no Company has become or ceased to be a subsidiary of the Company. The Company does not have any associate or joint venture Companies. A statement containing the salient features of the financial position of subsidiary Companies in Form AOC.1 is attached as Annexure A.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has made an investment during the year in acquiring an additional 20,953 Equity Shares in its subsidiary, Metahelix Life Sciences Ltd., for a total consideration of ₹ 73.33 crores.

During the year, the Company's Board approved granting of a Corporate Guarantee in respect of credit facilities of up to ₹ 270 crores availed by Advinus Therapeutics Ltd. (Advinus), to the extent of 16.89% of the total obligations of Advinus under such borrowings. The Guarantee has been issued during the first week of April 2016.

The Company has not given any loans or provided any security during the year.

FIXED DEPOSITS

Your Company has not accepted any public deposits during the financial period under review.

RELATED PARTY TRANSACTIONS

All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations (erstwhile Listing Agreement entered into with the Stock Exchanges). There were no materially significant Related Party Transactions made by the Company during the year that would have required Shareholder approval under the Listing Regulations.

All Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature. A statement of all Related Party Transactions is placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

The Company has adopted a Related Party Transactions Policy. The Policy, as approved by the Board, is uploaded on the Company's website.

Details of the transactions with Related Parties are provided in the accompanying financial statements. There were no transactions during the year which would require to be reported in Form AOC.2.

RISK MANAGEMENT

The Company has in place a Risk Management Policy, pursuant to Section 134 of the Act. During the year, the Company has constituted a new internal Risk Management Committee as a measure of good governance. The Committee reviews the key risks, mitigation plans and progress of the risk management process at periodic intervals.

This robust Risk Management framework enables identification and evaluation of business risks and opportunities, seeks to create transparency, minimize adverse impact on business objectives and enhance the Company's competitive advantage. It also describes the risk management approach across the enterprise at various levels.

Major risks identified by the business and functions are systematically addressed through mitigation actions on a periodic basis. Existing control measures are evaluated against the relevant Key Performance Indicators.

The Company has laid down procedures to inform the Audit Committee as well as the Board of Directors about risk assessment and management procedures and status. These procedures are periodically reviewed to ensure that the executive management monitors and controls risks.

The Internal Audit Department is responsible for coordinating with the various heads of Departments with respect to risk identification, assessment, analysis and mitigation. The major risks forming part of the Enterprise Risk Management process are linked to the audit universe and are also covered as part of the annual risk based audit plan.

INTERNAL CONTROLS SYSTEMS AND ADEQUACY

The Company has in place an adequate system of internal controls. It has documented policies and procedures covering all financial and operating functions and processes. These have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls for ensuring reliability of financial reporting, monitoring of operations, protecting assets from unauthorized use or losses and compliance with regulations.

Details of the internal controls system are given in the Management Discussion and Analysis Report, which forms part of the Board's Report.

DIRECTORS

Appointment and Retirement:

During the year, Mr. R. Gopalakrishnan retired as a Non-Executive, Non-Independent Director and Chairman of the Company, on reaching the retirement age as per the Board Governance Guidelines adopted by the Company. The Directors wish to place on record their deepest appreciation of the tremendous contribution of Mr. Gopalakrishnan in the success achieved by the Company during his tenure as a Director and Chairman of the Company.

Mr. Bhaskar Bhat has been appointed as Additional Director on the Board of the Company with effect from 8th October, 2015. He has been appointed as the Chairman of the Company with effect from 25th December, 2015. Pursuant to the provisions of Section 161 of the Act and Article 116 of the Articles of Association of the Company, Mr. Bhat vacates office and is eligible for appointment. Members are requested to refer to Item No.6 of the Notice of the Annual General Meeting for details.

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and Regulation 16 (1) (b) of the Listing Regulations. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made there under and are independent of the management.

No Key Managerial Person has been appointed or has retired or resigned during the year.

In accordance with the provisions of Section 152 of the Act and in terms of Article 112 (2) of the Articles of Association of the Company, Mr. R. Mukundan retires and is eligible for re-appointment.

Governance Guidelines:

The Company has adopted Governance Guidelines on Board Effectiveness. The Governance Guidelines cover aspects related to composition and role of the Board, Chairman and Directors, Board diversity, definition of independence,

Rallis India Limited

Director term, retirement age and Committees of the Board. It also covers aspects relating to nomination, appointment, induction and development of Directors, Director remuneration, Subsidiary oversight, Code of Conduct, Board Effectiveness Review and Mandates of Board Committees.

Procedure for Nomination and Appointment of Directors:

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, financial condition and compliance requirements.

The Nomination and Remuneration Committee conducts a gap analysis to refresh the Board on a periodic basis, including each time a Director's appointment or re-appointment is required. The Committee is also responsible for reviewing and vetting the CVs of potential candidates vis-à-vis the required competencies and meeting potential candidates, prior to making recommendations of their nomination to the Board. At the time of appointment, specific requirements for the position, including expert knowledge expected, is communicated to the appointee.

Criteria for Determining Qualifications, Positive Attributes and Independence of a Director:

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Act and Regulation 19 read with Part D of Schedule II of the Listing Regulations.

Independence: In accordance with the above criteria, a Director will be considered as an 'Independent Director' if he/ she meets with the criteria for 'Independent Director' as laid down in the Act and Regulation 16 (1) (b) of the Listing Regulations.

Qualifications: A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is also ensured that the Board has an appropriate blend of functional and industry expertise. While recommending the appointment of a Director, the Nomination and Remuneration Committee considers the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.

Positive Attributes: In addition to the duties as prescribed under the Act, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behavior, strong interpersonal and communication skills and soundness of judgment. Independent Directors are also expected to abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Act.

Annual Evaluation of Board Performance and Performance of its Committees and of Directors:

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors.

The Board's functioning was evaluated on various aspects, including *inter alia* degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Managing Director & CEO.

Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the

Independent Directors, who also reviewed the performance of the Board as a whole. The Nomination and Remuneration Committee also reviewed the performance of the Board, its Committees and of the Directors.

The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. Significant highlights, learning and action points with respect to the evaluation were presented to the Board.

REMUNERATION POLICY

The Company has adopted a Remuneration Policy for the Directors, Key Managerial Personnel and other employees, pursuant to the provisions of the Act and the Listing Regulations. The Remuneration Policy is attached as Annexure B.

BOARD AND COMMITTEE MEETINGS

A calendar of Board and Committee Meetings to be held during the year was circulated in advance to the Directors. Eight Board Meetings were convened and held during the year.

The Board has constituted an Audit Committee with Mr. E. A. Kshirsagar as Chairman and Mr. B. D. Banerjee, Mr. Prakash R. Rastogi and Dr. Y. S. P. Thorat as Members. There have been no instances during the year when recommendations of the Audit Committee were not accepted by the Board.

Details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Act and the Listing Regulations.

DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory, Cost and Secretarial Auditors, including audit of the internal financial controls over financial reporting by the Statutory Auditors, and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2015-16.

Accordingly, pursuant to Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

(i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;

(ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

(iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) they have prepared the annual accounts on a going concern basis;

(v) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;

(vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CORPORATE SOCIAL RESPONSIBILITY

At Rallis, Participatory Sustainable Development has been an integral part of the Company's Community Development Policy. The Company has adopted an Integrated Sustainability Model, representing the Social and Environment aspects.

The Board has constituted a Corporate Social Responsibility Committee headed by Mr. Bharat Vasani as Chairman, with Dr. Y. S. P. Thorat and Mr. V. Shankar as Members. The Company has adopted a Corporate Social Responsibility (CSR) Policy in compliance with the provisions of the Act. As part of its CSR initiatives, the Company has undertaken projects in the

Rallis India Limited

areas of Natural Resource Management, including water conservation programmes (Jal Dhan) through water shed and water harvesting and improving soil health; Enhancing Employability through Skill Development and Education, including Affirmative Action initiatives through its RUBY (Rallis Ujjwal Bhavishya Yojana) and TARA (Tata Rallis Women Empowerment Initiative) programmes; Greening projects, including afforestation drive in designated areas at Anegaon in Maharashtra and other States; and health and sanitation projects in Gujarat and Maharashtra.

The above projects are in accordance with Schedule VII of the Act. The Company has spent ₹ 3.99 crores towards the CSR projects during the current Financial Year 2015-16.

The average net profit of the Company, computed as per Section 198 of the Act, during the three immediately preceding financial years was ₹ 193.97 crores. It was hence required to spend ₹ 3.88 crores on CSR activities during the Financial Year 2015-16, being 2% of the average net profits of the three immediately preceding financial years.

The Annual Report on CSR activities is attached as Annexure C.

POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has also constituted an Internal Complaints Committee, known as the Prevention of Sexual Harassment (POSH) Committee, to inquire into complaints of sexual harassment and recommend appropriate action.

The Company has not received any complaint of sexual harassment during the financial year 2015-16.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

AUDITORS

(1) **Statutory Auditors:**

At the Annual General Meeting (AGM) of the Company held last year, pursuant to the provisions of the Act and the Rules made there under, Deloitte Haskins and Sells LLP (DHS) Chartered Accountants, were appointed as Statutory Auditors of the Company from the conclusion of the 67th AGM held on 29th June, 2015 till the conclusion of the 69th AGM to be held in the year 2017, subject to ratification of their appointment at the AGM to be held in 2016. Members are requested to consider the ratification of the appointment of DHS and authorize the Board of Directors to fix their remuneration. DHS have submitted a certificate, confirming that their appointment, if ratified, will be in accordance with Section 139 read with Section 141 of the Act.

(2) **Cost Auditors:**

M/s. N. I. Mehta and Co., Cost Accountants have been appointed to conduct Cost Audits relating to Insecticides (Liquid, Solid and Technical Grade), Fertilizers and Chemicals (Plastics and Polymers) of the Company for the year ending 31st March, 2017. Pursuant to the provisions of Section 148 of the Act read with The Companies (Audit and Auditors) Rules, 2014, Members are requested to consider the ratification of the remuneration payable to M/s. N. I. Mehta & Co.

During the year under review, no product of the Company fell under any class of products covered by the Companies (Cost Records and Audit) Rules, 2014 and hence the requirement of filing of the Cost Audit Report with the Ministry of Corporate Affairs was not applicable to the Company for the year.

(3) **Secretarial Auditors:**

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. Parikh & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the year ended 31st March, 2016. The Secretarial Audit Report is attached as Annexure D.

The Auditors' Report and the Secretarial Audit Report for the financial year ended 31st March, 2016 do not contain any qualification, reservation, adverse remark or disclaimer.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3) (m) of the Act read with Rule 8 of The Companies (Accounts) Rules, 2014, is attached as Annexure E.

PARTICULARS OF EMPLOYEES AND REMUNERATION

The information required under Section 197 (12) of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached as Annexure F.

The information required under Rule 5 (2) and (3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the Annexure forming part of the Report. In terms of the first proviso to Section 136 of the Act, the Report and Accounts are being sent to the Shareholders excluding the aforesaid Annexure. Any Shareholder interested in obtaining the same may write to the Company Secretary at the Registered Office of the Company. None of the employees listed in the said Annexure is related to any Director of the Company.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 92 (3) of the Act and Rule 12 (1) of The Companies (Management and Administration) Rules, 2014, the extract of Annual Return in Form MGT.9 is attached as Annexure G.

MANAGEMENT DISCUSSION AND ANALYSIS, CORPORATE GOVERNANCE AND BUSINESS RESPONSIBILITY REPORT

The Management Discussion and Analysis Report and the Report on Corporate Governance, as required under the Listing Regulations, forms part of the Annual Report.

The Business Responsibility Reporting is in line with the SEBI Circular dated 4th November, 2015 and the Company has reported its performance as per the BRR framework, describing initiatives taken from an environmental, social and governance perspective. The BRR is uploaded on the website of the Company at the following weblink: http://www.rallis.co.in/BRR.htm

ACKNOWLEDGEMENT

Your Directors wish to thank all the employees of the Company for their dedicated service during the year. They would also like to place on record their appreciation for the continued co-operation and support received by the Company during the year from bankers, financial institutions, business partners and other stakeholders.

On behalf of the Board of Directors

BHASKAR BHAT
Chairman

Mumbai, 26th April, 2016

Rallis India Limited

ANNEXURE A TO THE BOARD'S REPORT

FORM AOC.1

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures [Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]

Part "A": Subsidiaries

₹ in crores

Sl. No.	Particulars	Name of the Subsidiary		
		Metahelix Life Sciences Ltd.	Zero Waste Agro Organics Ltd.	Rallis Chemistry Exports Ltd.
1.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA	NA
2.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA	NA
3.	Share Capital	0.11	0.07	0.05
4.	Reserves & Surplus	53.44	14.14	(0.21)
5.	Total Assets	259.03	16.23	0.03
6.	Total Liabilities (excluding Share Capital and Reserves & Surplus)	205.48	2.02	0.19
7.	Investments	-	9.4	-
8.	Turnover	334.08	11.45	-
9.	Profit before taxation	20.62	0.36	(0.01)
10.	Provision for taxation	-	0.10	-
11.	Profit after taxation	20.62	0.26	(0.01)
12.	Proposed Dividend	-	-	-
13.	% of shareholding	100%	73.63%	100%

Notes:

1. Rallis Chemistry Exports Ltd. is yet to commence commercial activities and currently is not operational.
2. Reporting period and reporting currency of the above subsidiaries is the same as that of the Company.
3. Part B of the Annexure is not applicable as there are no associate companies/ joint ventures of the Company as on 31st March, 2016.

On behalf of the Board of Directors

BHASKAR BHAT
Chairman

Mumbai, 26th April, 2016

ANNEXURE B TO THE BOARD'S REPORT

REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

The philosophy for remuneration of directors, Key Managerial Personnel ("KMP") and all other employees of Rallis India Limited ("Company") is based on the commitment of fostering a culture of Leadership with Trust. The remuneration policy is aligned to this philosophy.

This remuneration policy has been prepared pursuant to the provisions of Section 178 (3) of the Companies Act, 2013 ("Act") and Clause 49 (IV) (B) (1) of the Equity Listing Agreement ("Listing Agreement"). In case of any inconsistency between the provisions of law and this remuneration policy, the provisions of the law shall prevail and the Company shall abide by the applicable law. While formulating this policy, the Nomination and Remuneration Committee ("NRC") has considered the factors laid down under Section 178 (4) of the Act, which are as under:

"(a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

(b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals".

Key principles governing this remuneration policy are as follows:

Remuneration for independent directors and non-independent non-executive directors

- Independent directors ("ID") and non-independent non-executive directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of Committees of which they may be members) and commission within regulatory limits.
- Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the NRC and approved by the Board.
- Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate directors aligned to the requirements of the Company (taking into consideration the challenges faced by the Company and its future growth imperatives).
- Overall remuneration should be reflective of size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay the remuneration.
- Overall remuneration practices should be consistent with recognized best practices.
- Quantum of sitting fees may be subject to review on a periodic basis, as required.
- The aggregate commission payable to all the NEDs and IDs will be recommended by the NRC to the Board based on Company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.
- The NRC will recommend to the Board the quantum of commission for each director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and Committee meetings, individual contributions at the meetings and contributions made by directors other than in meetings.
- In addition to the sitting fees and commission, the Company may pay to any director such fair and reasonable expenditure, as may have been incurred by the director while performing his/ her role as a director of the Company. This could include reasonable expenditure incurred by the director for attending Board/ Board Committee meetings, general meetings, court convened meetings, meetings with shareholders/ creditors/ management, site visits, induction and training (organized by the Company for directors) and in obtaining professional advice from independent advisors in the furtherance of his/ her duties as a director.

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Remuneration for managing director ("MD")/ executive directors ("ED")/ KMP/ rest of the employees

- The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be
  - Market competitive (market for every role is defined as companies from which the Company attracts talent or companies to which the Company loses talent).
  - Driven by the role played by the individual.
  - Reflective of size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay.
  - Consistent with recognized best practices and
  - Aligned to any regulatory requirements.
- In terms of remuneration mix or composition,
  - The remuneration mix for the MD/ EDs is as per the contract approved by the shareholders. In case of any change, the same would require the approval of the shareholders.
  - Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.
  - In addition to the basic/ fixed salary, the Company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings and tax optimization, where possible. The Company also provides all employees with a social security net (subject to limits) by covering medical expenses and hospitalization through re-imbursements or insurance cover and accidental death and dismemberment through personal accident insurance.
  - The Company provides retirement benefits as applicable.
  - In addition to the basic/ fixed salary, benefits, perquisites and allowances as provided above, the Company provides MD/ EDs such remuneration by way of commission, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the MD/ EDs would be based on performance as evaluated by the Board or the NRC and approved by the Board
  - The Company provides the rest of the employees a performance linked bonus. The performance linked bonus would be driven by the outcome of the performance appraisal process and the performance of the Company.

Remuneration payable to Director for services rendered in other capacity

The remuneration payable to the Directors shall be inclusive of any remuneration payable for services rendered by such director in any other capacity unless:

a) The services rendered are of a professional nature; and

b) The NRC is of the opinion that the director possesses requisite qualification for the practice of the profession.

Policy implementation

The NRC is responsible for recommending the remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of the remuneration policy.

On behalf of the Board of Directors
BHASKAR BHAT
Chairman

Mumbai, 26th April, 2016

ANNEXURE C TO THE BOARD'S REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1.	A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs.	Rallis is committed to improve quality of lives of people in the community it serves through long term stakeholder value creation, with special focus on empowerment of communities in rural India. Our CSR initiatives focus on Natural Resources Management (Water, Soil Health, Public Healthcare and Sanitation), Employability through skills building and education, and Road Safety. CSR activities at Rallis are implemented by the in-house CSR team, through Participatory Approach involving beneficiaries, through NGOs or through Tata Group Focus Initiatives. The Company has framed its CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website at the weblink: http://www.rallis.co.in/CSR_Policy.htm The Overview of CSR projects and programmes are available at: http://www.rallis.co.in/CSRProjects.htm
2.	The Composition of the CSR Committee.	1. Mr. Bharat Vasani (Chairman) 2. Dr. Y. S. P. Thorat 3. Mr. V. Shankar
3.	Average net profit of the Company for last three financial years.	₹ 193.97 crores
4.	Prescribed CSR Expenditure (two percent of the amount as in item 3 above).	₹ 3.88 crores
5.	Details of CSR spent for the financial year. (a) Total amount to be spent for the financial year: (b) Amount unspent, if any: (c) Manner in which the amount spent during the financial year is detailed below:	 ₹ 3.88 crores (The Company has spent ₹ 3.99 crores during financial year 2015-16) Nil The manner in which the amount is spent is annexed.
6.	In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.	Not Applicable
7.	A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.	The implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.

V. SHANKAR
Managing Director & CEO

BHARAT VASANI
Chairman - CSR Committee

Mumbai, 26th April, 2016

Rallis India Limited

Annexure to CSR Report (Point 5 (c) of the CSR Report)

₹ in lacs

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
S. No	**CSR project or activity identified**	**Sector in which the project is covered**	**Projects or programs (a) Local area or other (b) Specify the state and district where projects or programs was undertaken**	**Amount outlay (budget) project or programs wise**	**Amount spent on the projects or programs (a) Direct expenditure on projects or programs (2) Overheads**	**Cumulative expenditure upto the reporting period**	**Amount spent: Direct or through implementing agency**	**Details of implementing agency if engaged**
1	Jal Dhan (Watershed project, Water Harvesting and Roof top harvesting)	1. Rural development 2. Ensuring Environment sustainability	Watershed program at Lote, Latur, Beed, Akola, Anegaon, Kelcha Mal (Maharashtra)	165.00	174.39	174.39	Direct	
2	RUBY project Education (Career guidance, Soft skill training, IT interventions, Science interventions, English intervention, Educational support to unprivileged students, Skill training to Shenva students as per need.) Road safety Programs	1. Promoting Education, enhancing vocational skills 2. Road safety programs	Various interventions for students from 7th to 12th std. at Mumbai, Lote and Akola (Maharashtra) and Dahej and Ankleshwar (Gujarat) and through volunteering across locations	87.00	93.01	93.67	Direct	
			Road safety interventions across various locations in India.		0.66			
3	TARA Project Skill Development	1. Enhancing vocational skills 2. Empowering Women 3. Rural development	Initiating and maintaining SHGs, imparting various skill training and motivating women to initiate home based businesses at Lote, Akola and Kolkhe (Maharashtra)	14.00	14.77	14.77	Direct, except tailoring skill through agency	Labournet for tailoring skill

Annexure to CSR Report (Point 5 (c) of the CSR Report)

₹ in lacs

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
S. No	**CSR project or activity identified**	**Sector in which the project is covered**	**Projects or programs (a) Local area or other (b) Specify the state and district where projects or programs was undertaken**	**Amount outlay (budget) project or programs wise**	**Amount spent on the projects or programs (a) Direct expenditure on projects or programs (2) Overheads**	**Cumulative expenditure upto the reporting period**	**Amount spent: Direct or through implementing agency**	**Details of implementing agency if engaged**
4	Greening Project Afforestation (Conserving soil and water, increasing ground water level, green cover)	1. Ensuring environment sustainability	Planting 5,000 new trees and maintaining 14,000 trees planted earlier in deforested land near Mumbai (Anegaon), Lote (Songaon) and Akola (Shivar, Bhabhulgaon, Patsul, Shevni) in Maharashtra. Tree plantation at Dahej (Gujarat) and across all locations.	10.00	9.81	9.81	Direct, except through NGO at Anegaon	A K Rural Development Trust
5	Agri interventions for small and marginal farmers	1. Rural development 2. Capacity building of Farmers 3. Livelihood enhancement projects	SRI Technique for paddy cultivation and vegetable cultivation as second crop at Lote (Maharashtra). Helping marginal farmers at Dahej (Gujarat)	1.00	0.01	0.01	Direct	
			Upgradation of farming skills in tie-up with Agri university at Akola and Lote (Maharashtra)		0.00			
6	Rural Development, Healthcare and Sanitation	Healthcare and sanitation Rural development	Developing model village, focusing on non conventional energy projects like hydro power, solar and wind power, construction of toilets	92.00	86.66	86.66	Direct, except wind and solar hybrid	Spitzen for solar and wind
7	Salary and admin cost	5% of total expenditure		19.40	19.40	19.40	–	–
			GRAND TOTAL	**388.40**	**398.71**	**398.71**		

Rallis India Limited

ANNEXURE D TO THE BOARD'S REPORT

FORM No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
Rallis India Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Rallis India Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company, the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time;

   (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)

   (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)

   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)

(vi) Other laws specifically applicable to the Company namely

a) Insecticides Act, 1968 read with Insecticide Rules, 1971;

b) Fertilizer Control Order 1985;

c) Seeds Act, 1966 read with Seeds Rules, 1968.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For Parikh & Associates
Company Secretaries

Place: Mumbai
Date: 26 April 2016

Mitesh Dhabliwala
Partner
FCS No: 8331 CP No: 9511

This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.

Rallis India Limited

'Annexure A'

To,
The Members
Rallis India Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Parikh & Associates
Company Secretaries

Place: Mumbai
Date: 26 April 2016

Mitesh Dhabliwala
Partner
FCS No: 8331 CP No: 9511

ANNEXURE E TO THE BOARD'S REPORT

[Pursuant to Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014]

(A) CONSERVATION OF ENERGY

(i) **Steps Taken or Impact on Conservation of Energy:**

In the past few years, the Company has tried to improve energy efficiency significantly by various measures. Steps taken to conserve energy include:

1. Carrying out Energy Audit involving competent agencies like Eco-care, Tata Power, Eco First to identify potential areas of energy conservation.
2. Optimizing usage of grid power (express feeder) to achieve significant saving in power utilization.
3. Replacing selected high load motors with high efficiency motors.
4. Installation of various energy efficient equipments in offices and factories to optimize the consumption and saving of energy.
5. Reuse of condensate from traps, thus increasing boiler efficiency.

Your Company's energy efficiency related efforts are acknowledged by the International certification ISO-50001 on energy management for two of its Units i.e. Dahej and Ankleshwar. This is an exceptional achievement as far as chemical industries are concerned.

(ii) **Steps taken by the Company for utilizing alternate sources of Energy:**

As part of its long term sustainability plan, the Company has initiated various steps towards utilizing alternate sources/ renewable source of energy. Some of the key initiatives implemented by the Company are:

- 4 MW solar based captive power plant installed at the Company's land at the Chemical Zone in Dahej.
- An 8 TPH Briquette Fire Boiler is under execution and is planned to be completed by the first half of the current financial year. It is expected to reduce carbon dioxide emission by approx. 4000 tons as compared to the use of furnace oil.
- Other initiatives include installation of solar street lights across all Units, installation of solar water heater for amenity building and installation of solar water heater instead of electrical water heater for solid raw material melting.

The Company's Dahej Plant Administration Green Building is "Gold Rated Green Building" from the prestigious Indian Green Building Council's Leadership in Energy & Environmental Design (LEED) for New Construction Rating. This rating is awarded considering aspects such as water savings, energy savings, zero discharge of waste water and onsite treatment of solid waste, rain water harvesting, use of environment friendly construction materials, enhancing indoor air quality to increase employee productivity, etc. We plan to convert at least one existing office building into Green Building. Towards this end, Ankleshwar Administrative green building renovation/ refurbishment work is in progress.

Rallis India Limited

(iii) **Capital Investment on Energy Conservation Equipments:**

Your Company recognizes that sustainable energy has two key components: renewable energy and energy efficiency. Renewable energy and energy efficiency are sometimes said to be the "twin pillars" of sustainable energy policy. The Company acknowledges the fact that investment in energy conservation offers significant economic benefits in addition to climate change benefits. In the last few years, your Company has tried to improve its energy efficiency significantly by investing in energy conservation equipment.

During the year, the Company has invested ₹ 1.85 crores as capital investment on energy conservation equipment. The equipment in which investment was made included, among others, screw compressor replacing reciprocating compressors, solar street lights, energy efficient motors, solar melter and LED lights.

(B) TECHNOLOGY ABSORPTION

(i) **Efforts made towards Technology Absorption:**

(a) Continued process improvements and improved formulation types/ strengths to improve the efficacy, productivity and profitability of the Company.

(b) Special focus has been given to develop safer formulations like controlled release, solvent to non-solvent based like Water Soluble Granule (WG), Suspension Concentrate (SC), Granules, Suspo Emulsion (SE), Capsule Suspension (CS), Slow Release (SR), nano based particle formulation etc.

(c) Recommendations were obtained from State Agricultural University/ Indian Council of Agricultural Research for 5 products on different crops for inclusion in the Package of Practices.

(d) The Innovation Turnover Index (revenues from products newly introduced in the last four years to total turnover) was around 11%.

(ii) **Benefits derived like product improvement, cost reduction, product development or import substitution:**

(a) Three products were registered in the international market. Nineteen dossiers were submitted to various international markets.

(b) A total of fifteen products were registered in India for the domestic/ export market.

(c) Dossiers have been submitted to the Central Insecticide Board and Registration Committee for leading products.

(d) Three products viz., Panida Grande, Zeeny and Mark were commercialized during 2015-16:

1. Panida Grande 38.7% CS: It is a pre-emergent herbicide with Capsule Suspension formulation for the management of all types of weeds with long duration control in cotton, soybean and chillies. It is a totally aqueous based formulation and thus, eco-friendly. This product was very well received by the cotton farmers to control all types of weeds with higher yield (>20%) and high cost benefit.
2. Zeeny 70DF: It is an Insect Growth Regulator (IGR) dry flowable formulation for the management of sucking insects like jassids on Okra crop. It is a completely solvent free formulation and hence, eco- friendly. Zeeny is excellent for resistance management of sucking insects to neonicotinoid insecticides.
3. Mark 84% WG: It is a pre- emergent herbicide for the management of major weeds in soybean crop. It is systemic in action and provides superior control of key broadleaf and sedge weeds in soybean in addition to suppression of key grasses. There is good acceptance for the product by soybean farmers to combat weeds at early crop stage.

(iii) **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):**

(a) **the details of technology imported:** The Company has not imported any technology during the last three financial years.

(b) **the year of import:** Not applicable

(c) **whether the technology has been fully absorbed:** Not applicable

(d) **if not fully absorbed, areas where absorption has not taken place, and the reason thereof:** Not applicable

(iv) **Expenditure on R & D:**

₹ Crores

	2015-16	*2014-15*
Capital expenditure	**1.50**	*1.25*
Revenue expenditure *	**19.43**	*17.86*
	20.93	*19.11*
Total R&D expenditure as a percentage of net sales	**1.60%**	*1.26%*

* Included in the above is an amount of ₹ 0.77 crores (*Previous year ₹ 0.46 crores*) paid to an external agency.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows:

₹ Crores

	2015-16	*2014-15*
1. Foreign Exchange Earned	**392.20**	*497.36*
2. Outgo of Foreign Exchange	**290.35**	*401.10*

On behalf of the Board of Directors

BHASKAR BHAT
Chairman

Mumbai, 26th April, 2016

ANNEXURE F TO THE BOARD'S REPORT

[Pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

1. The ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year:

   (**Explanation:** (i) the expression "median" means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one; (ii) if there is an even number of observations, the median shall be the average of the two middle values)

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, or Manager, if any, in the financial year:

   The ratio of remuneration of each Director to the Median Remuneration of all employees who were on the payroll of the Company and the percentage increase in remuneration of the Directors during the financial year 2015-16 are given below:

Non Executive Directors	Ratio to Median	Percentage Increase in Remuneration
Mr. R. Gopalakrishnan*	6.3:1	6.8
Mr. Bhaskar Bhat*	0.2:1	NA
Mr. B. D. Banerjee	7.2:1	29.5
Mr. E. A. Kshirsagar	8.4:1	15.1
Mr. Prakash R. Rastogi	4.4:1	-6.8
Mr. Bharat Vasani	3.2:1	77.0
Dr. Y. S. P. Thorat	4.3:1	8.7
Dr. (Mrs.) Punita Kumar-Sinha	2.0:1	361.1

* Part year

Managing Director & CEO	Ratio to Median	Percentage Increase in Remuneration
Mr. V. Shankar	60.8:1	3.5

   The percentage increase in remuneration of the Chief Financial Officer is 6.8% and of the Company Secretary is 8.2%.

3. The percentage increase in the median remuneration of employees in the financial year: 5.0%
4. The number of permanent employees on the rolls of the Company: 957.
5. The explanation on the relationship between average increase in remuneration and Company performance:

   Remuneration of employees has a close linkage with the performance of the Company. The Annual Performance Award (APA), which is a variable component in the remuneration for all management staff, has a direct correlation with the Company's performance. APA is calculated based on both individual and Company performance. Company Performance has a higher weightage for senior positions and lower weightage for junior positions.

6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

   The gross sales of the Company (standalone) for the year 2014-15 were ₹ 1,615 crores. Profit before tax during 2014-15 was ₹ 206 crores, while net profit for the year stood at ₹ 145 crores.

   The Company's performance during 2014-15 was considered while approving the variable pay and the increase in remuneration for the Key Managerial Personnel, which increased by 4.3% during the year.

7. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies:

   The market capitalization of the Company as at 31st March, 2016 is ₹ 3,304.03 crores, as against ₹ 4,400.83 crores as at 31st March, 2015, a decrease of 24.92% during the year under review. The price earnings ratio of the Company as at 31st March, 2016 is 26.23, as against 30.3 as at 31st March, 2015.

   The last public offer for the shares of the Company was an Offer for Sale made by Ralli Brothers in the year 1951, for 1,15,000 Ordinary Shares (Equity Shares) of ₹ 100 each at par. The market quotation of the Equity Shares of the Company as on 31st March, 2016 was ₹ 169.90 for shares of face value of ₹ 1/- each. Though not comparable, this represents an increase of 16,990% over the period.

8. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

   The percentage increase in the salaries of employees other than the managerial personnel in the last financial year is 13.5% on a cost to Company basis, as against an increase of 3.5% in the salary of the Managing Director (managerial personnel as defined under the Act). The increment given to each individual employee is based on the employees' potential, experience as also their performance and contribution to the Company's progress over a period of time and also benchmarked against a comparable basket of relevant companies in India.

9. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:

   The gross sales of the Company (standalone) for the year 2014-15 were ₹ 1,615 crores. Profit before tax during 2014-15 was ₹ 206 crores, while net profit for the year stood at ₹ 145 crores.

   Considering the Company's performance and their individual performances during 2014-15, the remuneration of the Key Managerial Personnel during the year increased by 3.5% for the Managing Director & CEO, 6.8% for the Chief Financial Officer and 8.2% for the Company Secretary.

10. The key parameters for any variable components of remuneration availed by the Directors:

    The variable component of Non-Executive Directors' remuneration consists of commission. In terms of the Shareholders' approval obtained at the Annual General Meeting held on 24th June, 2013, commission is paid at a rate not exceeding 1% per annum of the profits of the Company, computed in accordance with the provisions of the Companies Act, 2013. The distribution of commission among the Non-Executive Directors is recommended by the Nomination and Remuneration Committee and approved by the Board. The commission is distributed on the basis of their attendance and contribution at the Board and Committee Meetings as well as guidance provided to senior management other than at meetings.

The Company pays remuneration by way of commission as variable component to the Managing Director. Commission is calculated with reference to the net profits of the Company in a particular financial year and is determined by the Board of Directors at the end of the financial year, based on the recommendations of the Nomination and Remuneration Committee, subject to the overall ceilings stipulated in the Companies Act, 2013. Specific amount payable as commission is based on the performance criteria laid down by the Board, which broadly takes into account the profits earned by the Company for the year.

11. The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year:

    The highest paid Director is the Managing Director. No employee has received remuneration in excess of the Managing Director during the year.

12. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

    It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

On behalf of the Board of Directors

BHASKAR BHAT
Chairman

Mumbai, 26th April, 2016

ANNEXURE G TO THE BOARD'S REPORT

FORM NO. MGT.9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2016
[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of The Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

CIN	L36992MH1948PLC014083
Registration Date	23rd August, 1948
Name of the Company	Rallis India Limited
Category / Sub-Category of the Company	Public Company / Limited by Shares
Address of the Registered Office and contact details	156/ 157 15th Floor Nariman Bhavan 227 Nariman Point Mumbai 400 021 Tel. No.: 91 22 6665 2700 Fax No.: 91 22 6665 2827 E-mail: investor_relations@rallis.co.in Website: www.rallis.co.in
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agents, if any	TSR DARASHAW LTD. 6-10 Haji Moosa Patrawala Industrial Estate, 20 Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011. Tel. No.: 91 22 6656 8484 Fax No.: 91 22 6656 8494 E-mail: csg-unit@tsrdarashaw.com Website: www.tsrdarashaw.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

S. No.	Name and Description of main products/ services	NIC Code of the product/ service	% to total turnover of the Company
1.	Agri Inputs	3808	98%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	Tata Chemicals Limited Bombay House 24 Homi Modi Street Fort Mumbai 400 001	L24239MH1939PLC002893	Holding Company	50.06	2(46)
2.	Metahelix Life Sciences Limited Plot No 3 KAIAD 4th Phase Bommasandra Industrial Estate Bangalore 560 099	U73100KA2000PLC028246	Subsidiary Company	100	2(87)(ii)

Rallis India Limited

S. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
3.	Zero Waste Agro Organics Limited Kapil Towers First Floor S. No. 40-1/B Near Sagam Bridge Dr. Ambedkar Road Pune 411 001	U01400PN2011PLC141307	Subsidiary Company	73.63	2(87)(ii)
4.	Rallis Chemistry Exports Limited 156/ 157 15th Floor Nariman Bhavan 227 Nariman Point Mumbai 400 021	U74990MH2009PLC193869	Subsidiary Company	100	2(87)(ii)

IV. **SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

(i) **Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	0	0	0	0	0	0	0	0	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	9,74,16,610	0	9,74,16,610	50.09	9,74,16,610	0	9,74,16,610	50.09	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other….	0	0	0	0	0	0	0	0	0
Sub-Total (A)(1):	**9,74,16,610**	**0**	**9,74,16,610**	**50.09**	**9,74,16,610**	**0**	**9,74,16,610**	**50.09**	**0**
(2) Foreign									
a) NRIs – Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other….	0	0	0	0	0	0	0	0	0
Sub-Total (A)(2):	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Total Shareholding of Promoters (A) = (A)(1)+(A)(2)	**9,74,16,610**	**0**	**9,74,16,610**	**50.09**	**9,74,16,610**	**0**	**9,74,16,610**	**50.09**	**0**
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds / UTI	1,03,99,897	3,360	1,04,03,257	5.35	2,07,43,072	3,360	2,07,46,432	10.67	5.32

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Banks / FI	5,04,648	40,500	5,45,148	0.28	2,35,945	40,500	2,76,445	0.14	-0.14
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	8,01,150	8,01,150	0.41	0	8,01,150	8,01,150	0.41	0.00
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	18,77,069	0	18,77,069	0.97	27,30,330	0	27,30,330	1.40	0.44
g) FIIs	2,58,54,382	0	2,58,54,382	13.29	73,60,506	0	73,60,506	3.78	-9.51
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify) Foreign Portfolio Investors (Corporate)	35,15,902	0	35,15,902	1.81	73,49,483	0	73,49,483	3.78	1.97
Sub-Total (B)(1):	**4,21,51,898**	**8,45,010**	**4,29,96,908**	**22.11**	**3,84,19,336**	**8,45,010**	**3,92,64,346**	**20.19**	**-1.92**
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	1,05,46,207	74,850	1,06,21,057	5.46	1,43,12,197	74,850	1,43,87,047	7.40	1.94
ii) Overseas	0	3,900	3,900	0.00	0	3,900	3,900	0	0
b) Individuals									
i) Individual Shareholders holding nominal share capital upto ₹ 1 lakh	1,59,20,962	18,46,310	1,77,67,272	9.14	1,64,94,478	17,88,560	1,82,83,038	9.40	0.27
ii) Individual Shareholders holding nominal share capital in excess of ₹1 lakh	2,56,36,743	0	2,56,36,743	13.18	2,51,04,549	0	2,51,04,549	12.91	-0.27
c) Others (specify)									
i) Trusts	26,400	0	26,400	0.01	9,400	0	9,400	0.00	-0.01
Sub-Total (B)(2):	**5,21,30,312**	**19,25,060**	**5,40,55,372**	**27.80**	**5,59,20,624**	**18,67,310**	**5,77,87,934**	**29.72**	**1.92**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**9,42,82,210**	**27,70,070**	**9,70,52,280**	**49.91**	**9,43,39,960**	**27,12,320**	**9,70,52,280**	**49.91**	**0**
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	**19,16,98,820**	**27,70,070**	**19,44,68,890**	**100.00**	**19,17,56,570**	**27,12,320**	**19,44,68,890**	**100.00**	**0**

Rallis India Limited

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	Tata Chemicals Limited	9,73,41,610	50.06	0	9,73,41,610	50.06	0	0
2	Ewart Investments Limited	75,000	0.04	0	75,000	0.04	0	0
Total		**9,74,16,610**	**50.09**	**0**	**9,74,16,610**	**50.09**	**0**	**0**

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	At the beginning of the year	9,74,16,610	50.09	9,74,16,610	50.09
2	Date wise Increase/ Decrease in Promoters' Shareholding during the Year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	No change during the year			
3	At the end of the year	9,74,16,610	50.09	9,74,16,610	50.09

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Reason	Increase/ Decrease in shareholding		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mr. Rakesh Jhunjhunwala	2,01,05,820	10.34					2,01,05,820	10.34
				07.08.2015	Purchase of shares	2,50,000	0.13	2,03,55,820	10.47
				07.08.2015	Sale of shares	2,50,000	0.13	2,01,05,820	10.34
				25.09.2015	Purchase of shares	9,000	0.00	2,01,14,820	10.34
				25.09.2015	Sale of shares	9,000	0.00	2,01,05,820	10.34
				06.11.2015	Purchase of shares	28,00,000	1.44	2,29,05,820	11.78
				06.11.2015	Sale of shares	28,00,000	1.44	2,01,05,820	10.34
				18.12.2015	Purchase of shares	29,50,000	1.52	2,30,55,820	11.86
				18.12.2015	Sale of shares	29,50,000	1.52	2,01,05,820	10.34
				25.12.2015	Sale of shares	1,00,000	0.05	2,00,05,820	10.29
				22.01.2016	Purchase of shares	3,50,000	0.18	2,03,55,820	10.47
				22.01.2016	Sale of shares	3,50,000	0.18	2,00,05,820	10.29
				29.01.2016	Purchase of shares	8,50,000	0.44	2,08,55,820	10.72
				29.01.2016	Sale of shares	8,50,000	0.44	2,00,05,820	10.29
				04.03.2016	Purchase of shares	1,00,000	0.05	2,01,05,820	10.34
				31.03.2016	At the end of the year	-	-	2,01,05,820	10.34

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Reason	Increase/ Decrease in shareholding		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
2	FIL Investments (Mauritius) Ltd.	23,29,839	1.20					23,29,839	1.20
				18.03.2016	Purchase of shares	1,75,083	0.09	25,04,922	1.29
				25.03.2016	Purchase of shares	51,988	0.03	25,56,910	1.31
				31.03.2016	Purchase of shares	78,226	0.04	26,35,136	1.36
				31.03.2016	At the end of the year	-	-	26,35,136	1.36
3	ICICI Prudential (various accounts)	44,33,565	2.28					44,33,565	2.28
				10.04.2015	Purchase of shares	2,63,378	0.14	46,96,943	2.42
				17.04.2015	Purchase of shares	1,19,422	0.06	48,16,365	2.48
				24.04.2015	Purchase of shares	3,19,115	0.16	51,35,480	2.64
				01.05.2015	Purchase of shares	86,570	0.04	52,22,050	2.69
				08.05.2015	Purchase of shares	34,700	0.02	52,56,750	2.70
				15.05.2015	Purchase of shares	1,82,760	0.09	54,39,510	2.80
				22.05.2015	Purchase of shares	7,59,943	0.39	61,99,453	3.19
				29.05.2015	Purchase of shares	4,59,531	0.24	66,58,984	3.42
				05.06.2015	Purchase of shares	29,577	0.02	66,88,561	3.44
				12.06.2015	Purchase of shares	1,11,804	0.06	68,00,365	3.50
				19.06.2015	Purchase of shares	3,75,670	0.19	71,76,035	3.69
				29.06.2015	Purchase of shares	5,567	0.00	71,81,602	3.69
				03.07.2015	Purchase of shares	33,548	0.02	72,15,150	3.71
				17.07.2015	Purchase of shares	3,840	0.00	72,18,990	3.71
				24.07.2015	Purchase of shares	25,930	0.01	72,44,920	3.73
				31.07.2015	Purchase of shares	6,12,516	0.31	78,57,436	4.04
				07.08.2015	Purchase of shares	1,39,820	0.11	79,97,256	4.11
				14.08.2015	Purchase of shares	800	0.00	79,98,056	4.11
				21.08.2015	Purchase of shares	38,941	0.02	80,36,997	4.13
				28.08.2015	Purchase of shares	10,09,294	0.52	90,46,291	4.65
				16.10.2015	Purchase of shares	2,63,456	0.14	93,09,747	4.79
				30.10.2015	Purchase of shares	1,39,731	0.07	94,49,478	4.86
				06.11.2015	Purchase of shares	77,889	0.04	95,27,367	4.90
				13.11.2015	Purchase of shares	1,95,030	0.10	97,22,397	5.00
				20.11.2015	Purchase of shares	10,42,773	0.54	1,07,65,170	5.54
				11.12.2015	Purchase of shares	43,24,972	2.22	1,50,90,142	7.76
				31.12.2015	Sale of shares	1,17,660	0.06	1,49,72,482	7.70

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Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Reason	Increase/ Decrease in shareholding		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
3	ICICI Prudential (various accounts)			01.01.2016	Sale of shares	1,217	0.00	1,49,71,265	7.70
				22.01.2016	Purchase of shares	1,91,193	0.10	1,51,62,458	7.80
				29.01.2016	Purchase of shares	4,26,573	0.22	1,55,89,031	8.02
				19.02.2016	Purchase of shares	3,38,738	0.17	1,59,27,769	8.19
				26.02.2016	Purchase of shares	15,428	0.01	1,59,43,197	8.20
				04.03.2016	Purchase of shares	2,70,505	0.14	1,62,13,702	8.34
				11.03.2016	Purchase of shares	50,000	0.03	1,62,63,702	8.36
				31.03.2016	At the end of the year	-	-	1,62,63,702	8.36
4	Hasham Investment and Trading Company Private Limited	0	0.00					0	0.00
				01.05.2015	Purchase of shares	42,47,993	2.18	42,47,993	2.18
				26.02.2016	Purchase of shares	4,25,000	0.22	46,72,993	2.40
				04.03.2016	Purchase of shares	2,00,000	0.10	48,72,993	2.51
				31.03.2016	At the end of the year	-	-	48,72,993	2.51
5	M/s Regal Investment and Trading Company Private Limited	0	0.00					0	0.00
				01.05.2015	Purchase of shares	3,00,000	0.15	3,00,000	0.15
				22.05.2015	Purchase of shares	2,50,272	0.13	5,50,272	0.28
				11.12.2015	Purchase of shares	7,35,000	0.38	12,85,272	0.66
				19.02.2016	Purchase of shares	14,96,815	0.77	27,82,087	1.43
				26.02.2016	Purchase of shares	3,99,173	0.21	31,81,260	1.64
				31.03.2016	At the end of the year	-	-	31,81,260	1.64
6	HDFC Trustee Co. Ltd. (various accounts)	30,07,873	1.55					30,07,873	1.55
				08.05.2015	Purchase of shares	1,76,000	0.09		
				08.05.2015	Sale of shares	1,76,000	0.09		
				31.03.2016	At the end of the year	-	-	30,07,873	1.55
7	Franklin Templeton Investment Funds	26,70,000	1.37					26,70,000	1.37
				31.03.2016	At the end of the year	-	-	26,70,000	1.37
8	Government Pension Fund Global	0	0.00					0	0.00
				11.03.2016	Purchase of shares	13,78,664	0.71	13,78,664	0.71
				18.03.2016	Purchase of shares	6,67,128	0.34	20,45,792	1.05
				25.03.2016	Purchase of shares	1,44,000	0.07	21,89,792	1.13
				31.03.2016	At the end of the year	-	-	21,89,792	1.13
9	Lok Prakashan Ltd.	13,71,180	0.71					13,71,180	0.71
				31.03.2016	At the end of the year	-	-	13,71,180	0.71

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Reason	Increase/ Decrease in shareholding		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
10	UTI Mutual Fund (various accounts)	9,80,000	0.50					9,80,000	0.50
				29.05.2015	Purchase of shares	90,000	0.05	10,70,000	0.55
				05.06.2015	Purchase of shares	3,25,095	0.17	13,95,095	0.72
				17.07.2015	Sale of shares	12,571	0.01	13,82,524	0.71
				24.07.2015	Sale of shares	45,000	0.02	13,37,524	0.69
				31.07.2015	Sale of shares	1,42,053	0.07	11,95,471	0.61
				27.11.2015	Purchase of shares	27,000	0.01	12,22,471	0.63
				11.12.2015	Purchase of shares	54,000	0.03	12,76,471	0.66
				15.01.2016	Purchase of shares	7,216	0.00	12,83,687	0.66
				22.01.2016	Purchase of shares	27,890	0.01	13,11,577	0.67
				26.02.2016	Purchase of shares	10,894	0.01	13,22,471	0.68
				31.03.2016	At the end of the year	-	-	13,22,471	0.68
11	Amansa Holdings Pvt. Ltd.	80,00,000	4.11					80,00,000	4.11
				23.10.2015	Sale of shares	7,43,472	0.38	72,56,528	3.73
				20.11.2015	Sale of shares	4,72,900	0.24	67,83,628	3.49
				04.12.2015	Sale of shares	6,93,758	0.36	60,89,870	3.13
				11.12.2015	Sale of shares	60,89,870	3.13	0	0.00
				31.03.2016	At the end of the year	-	-	0	0.00
12	Vidya Investment and Trading Co. Pvt. Ltd.	11,40,930	0.59					11,40,930	0.59
				01.05.2015	Sale of shares	11,40,930	0.59	0	0.00
				11.12.2015	Purchase of shares	7,35,000	0.38	7,35,000	0.38
				31.03.2016	At the end of the year	-	-	7,35,000	0.38
13	Mondrian Emerging Markets Small Cap Equity Fund, L.P.	24,84,568	1.28					24,84,568	1.28
				25.09.2015	Sale of shares	24,200	0.01	24,60,368	1.27
				02.10.2015	Sale of shares	28,000	0.01	24,32,368	1.25
				09.10.2015	Sale of shares	79,161	0.04	23,53,207	1.21
				16.10.2015	Sale of shares	4,41,042	0.23	19,12,165	0.98
				23.10.2015	Sale of shares	66,500	0.03	18,45,665	0.95
				20.11.2015	Sale of shares	6,76,517	0.35	11,69,148	0.60
				27.11.2015	Sale of shares	66,400	0.03	11,02,748	0.57
				04.12.2015	Sale of shares	1,99,795	0.10	9,02,953	0.46
				11.12.2015	Sale of shares	2,09,559	0.11	6,93,394	0.36
				18.12.2015	Sale of shares	1,68,251	0.09	5,25,143	0.27
				08.01.2016	Sale of shares	1,15,785	0.06	4,09,358	0.21
				15.01.2016	Sale of shares	1,24,639	0.06	2,84,719	0.15
				22.01.2016	Sale of shares	2,84,719	0.15	0	0.00
				31.03.2016	At the end of the year	-	-	0	0.00

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Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Reason	Increase/ Decrease in shareholding		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
14	Napean Trading and Investment Co. Pvt. Ltd	23,28,063	1.20					23,28,063	1.20
				01.05.2015	Sale of shares	23,28,063	1.20	0	0.00
				31.03.2016	At the end of the year	-	-	0	0.00
15	Amundi Funds Equity India	15,00,000	0.77					15,00,000	0.77
				15.05.2015	Sale of shares	3,00,000	0.15	12,00,000	0.62
				29.05.2015	Sale of shares	1,50,000	0.08	10,50,000	0.54
				05.06.2015	Sale of shares	25,000	0.01	10,25,000	0.53
				10.07.2015	Sale of shares	25,000	0.01	10,00,000	0.51
				28.08.2015	Sale of shares	10,00,000	0.51	0	0.00
				31.03.2016	At the end of the year	-	-	0	0.00
16	Schroder International Selection Fund Asian Smaller Companies	14,69,779	0.76					14,69,779	0.76
				24.04.2015	Sale of shares	93,618	0.05	13,76,161	0.71
				08.05.2015	Sale of shares	48,693	0.03	13,27,468	0.68
				15.05.2015	Sale of shares	1,24,978	0.06	12,02,490	0.62
				22.05.2015	Sale of shares	1,39,149	0.07	10,63,341	0.55
				05.06.2015	Sale of shares	56,347	0.03	10,06,994	0.52
				19.06.2015	Sale of shares	43,494	0.02	9,63,500	0.50
				29.06.2015	Sale of shares	55,170	0.03	9,08,330	0.47
				30.06.2015	Sale of shares	37,690	0.02	8,70,640	0.45
				31.07.2015	Sale of shares	6,14,810	0.32	2,55,830	0.13
				07.08.2015	Sale of shares	2,55,830	0.13	0	0.00
				31.03.2016	At the end of the year	-	-	0	0.00
17	Ontario Pension Board – Mondrian Investment Partners Ltd.	12,02,334	0.62					12,02,334	0.62
				30.09.2015	Sale of shares	25,500	0.01	11,76,834	0.61
				09.10.2015	Sale of shares	52,839	0.03	11,23,995	0.58
				16.10.2015	Sale of shares	2,03,718	0.10	9,20,277	0.47
				23.10.2015	Sale of shares	24,260	0.01	8,96,017	0.46
				20.11.2015	Sale of shares	3,29,650	0.17	5,66,367	0.29
				27.11.2015	Sale of shares	49,000	0.03	5,17,367	0.27
				04.12.2015	Sale of shares	35,211	0.02	4,82,156	0.25
				11.12.2015	Sale of shares	1,34,420	0.07	3,47,736	0.18
				18.12.2015	Sale of shares	94,896	0.05	2,52,840	0.13
				08.01.2016	Sale of shares	61,888	0.03	1,90,952	0.10
				15.01.2016	Sale of shares	73,365	0.04	1,17,587	0.06
				22.01.2016	Sale of shares	1,17,587	0.06	0	0.00
				31.03.2016	At the end of the year	0	0.00	0	0.00

(v) **Shareholding of Directors and Key Managerial Personnel:**

For Each of the Directors	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the beginning of the year	None of the Directors hold shares in the Company			
Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	None of the Directors had any transaction in the shares of the Company during the year			
At the end of the year	None of the Directors hold shares in the Company			

For Each of the KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
Mrs. P. S. Meherhomji, Company Secretary				
At the beginning of the year	3,000	0.002	3,000	0.002
Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	0	0	0	0
At the end of the year	3,000	0.002	3,000	0.002
Mr. Ashish Mehta, Chief Financial Officer				
At the beginning of the year	0	0	0	0
Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	0	0	0	0
At the end of the year	0	0	0	0

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

₹ in Crore

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	42.77	25.56	-	68.33
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	0.23	-	0.23
Total (i+ii+iii)	**42.77**	**25.79**	-	**68.56**
Change in Indebtedness during the financial year				
Addition	30.00	179.08	-	209.08

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	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Reduction	(70.69)	(176.75)	-	(247.44)
Net Change	**(40.69)**	**2.33**	**-**	**(38.36)**
Indebtedness at the end of the financial year				
i) Principal Amount	2.08	27.88	-	29.96
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	0.25	-	0.25
Total (i+ii+iii)	**2.08**	**28.13**	**-**	**30.21**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Mr. V. Shankar Managing Director & CEO
1	Gross Salary	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	1,35,43,892
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	19,36,058
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	0
2	Stock Options	0
3	Sweat Equity	0
4	Commission	
	- as % of profit	0
	- others, specify….(Performance based) (Refer Note)	2,25,00,000
5	Others, please specify	0
Total		**3,79,79,950**
Ceiling as per the Act		**8,52,14,988**

B. Remuneration to other Directors:

1. Independent Directors

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Mr. B. D. Banerjee	Mr. E. A. Kshirsagar	Mr. Prakash R. Rastogi	Dr. Y. S. P. Thorat	Dr. Punita Kumar-Sinha	
1	Fee for attending Board/ Committee Meetings	4,40,000	4,80,000	4,10,000	3,60,000	2,00,000	**18,90,000**
2	Commission	40,35,000	47,45,000	23,20,000	23,40,000	10,45,000	**1,44,85,000**
3	Others, please specify	-	-	-	-	-	-
Total (B1)							**1,63,75,000**

2. **Other Non Executive Directors**

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. R. Gopalakrishnan (up to 24.12.2015)	Mr. Bhaskar Bhat (w.e.f. 08.10.2015)	Mr. R. Mukundan	Mr. Bharat Vasani	
1	Fee for attending Board/ Committee Meetings	1,80,000	1,00,000	-	2,20,000	**5,00,000**
2	Commission	37,35,000	N.A.	-	17,80,000	**55,15,000**
3	Others, please specify	-	-	-	-	
Total (B2)						**60,15,000**
Total Managerial Remuneration (B1)+ (B2)						**2,23,90,000**
Total Sitting Fees						23,90,000
Total Commission (Refer Note)						2,00,00,000
Overall Ceiling as per the Act for payment of commission to Non Executive Directors						**1,70,42,998**

Notes: 1. Commission is for the year 2014-15, paid in the year 2015-16.

2. Ceiling limits are for the year 2015-16. Commission approved for the year 2015-16 and payable in 2016-17 is within the ceiling limits and is given in the Corporate Governance Report.

C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Mrs. P. S. Meherhomji (Company Secretary)	Mr. Ashish Mehta (Chief Financial Officer)	
1.	Gross Salary (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	42,30,287	51,89,126	**94,19,413**
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	3,25,827	4,24,190	**7,50,017**
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-
2.	Stock Options	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit	-	-	-
	- others, specify….	-	-	-
5.	Others, please specify	-	-	-
Total		**45,56,114**	**56,13,316**	**1,01,69,430**

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VII. **PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	None				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	None				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					
Compounding					

On behalf of the Board of Directors

BHASKAR BHAT
Chairman

Mumbai, 26th April, 2016

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE

The Indian crop protection industry, which has been growing at a CAGR of 8%, suffered severe reversals in recent years due to back to back droughts. It is estimated that the domestic industry has registered a de-growth in 2015-16 compared to the previous year, with most southern States and Maharashtra severly affected. This has led to a challenging business senario with the industry carrying higher levels of inventories compared to the previous year.

Cotton and Paddy crop segments registered a decrease during the year due to water shortage and led to a drop in acreages. Pest pressure was also low. Cotton crop though in North India was severely affected by White Fly pest menace; the change in pest occurrence affected overall spraying practices. Pulses crop segment improved over last year due to increase in the minimum support price (MSP) and good commodity prices.

Acephate, Buprofezin, Imazethapyr, Imidacloprid, Glyphosate etc. are the molecules which got affected, largely on account of decreased pest occurence and price pressure in the markets.

India's crop protection chemicals industry is estimated to be the second largest in Asia, with a size of above ₹ 26,000 crores (with almost 50% of the production being exported). It has unrealized potential, as the per capita consumption of crop protection products in India is amongst the lowest in the world. The per-hectare usage of agrochemicals is only 0.6 kg in India, while for UK it is 5 kg and for China and Japan it is 13 kg and 12 kg respectively. Low purchasing power of farmers, lack of awareness amongst them and limited reach are some of the reasons for low consumption of crop protection products in India, thus providing a great opportunity for growth of the crop protection sector.

The Government has provided for higher allocations in the recent budget to agriculture, which augurs well for the current financial year. Some of the thrust areas identified as growth drivers are irrigation, soil health, pulses and crop insurance.

Your Company's Vision and Business Strategy remain strongly in sync with the proposed growth areas, with many products and solutions catering the farmers' needs and expectations.

INDIAN MARKETS

Crop protection:

The year 2015-16 proved to be a challenging one for Indian Agriculture with the adverse effect of El Nino resulting in scattered and uneven rains across the country. There were long spells of dry weather, which resulted in re-sowing or shift to shorter duration crops. Erratic weather, coupled with low pest pressure on key crops like rice impacted crop protection product sales, leading to inventory pile up in the channel pipeline.

2015-16 turned out to be India's worst monsoon season in the last six years, with a 14% rain deficit. Poor monsoon and the back to back drought impacted crop output in the rain dependent Kharif season, as more than half of the country's farmland is rainfed.

Down trend in water storage levels in India's reservoirs have intensified concerns over declining water availability in the country. Water available in 91 major reservoirs of the country in January was 44% of the total storage capacity. For the week ending on March 17, 2016, it was 43.394 BCM (Billion Cubic Metres), which is 27% of total storage capacity of these reservoirs.

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As per 3rd Advanced Estimates, the total foodgrains production during 2015-16 is estimated at 252.23 million tonnes, marginally up by 0.21 million tonnes over the production in 2014-15. It is, however, much lower compared to the 2013-14 year's record production of 265.04 million tonnes. Agriculture and allied sectors' growth is estimated at 1.1% this fiscal, down from 4.2% in FY14.

Cropping season in 2015-16 continued with negative outlook in terms of area and production, compared to FY14. Area under Paddy and Soybean have remained almost constant, whereas Cotton acreages reduced by 7% due to drought like situation in Maharashtra, Gujarat, Karnataka etc., accentuated by heavy attack of sucking pests like white flies in North India. Production of Cotton, estimated at 30.52 million bales (of 170 kg each), is also lower by 4.28 million bales than its production of 34.805 million bales during 2014-15.

While Pulses acreages saw good increase in Kharif due to increase in MSP and market prices, it went down by 3% in Rabi due to low level of water table. Area under Bengal gram grew marginally by 3-4% over last year and the production is likely to go up by 6-7% to 7.69 million MT. Total pulses production of 17.06 million tonnes during 2015-16 is marginally lower than the previous year's production of 17.15 million tonnes. Wheat acreages are down by 4%, with farmers shifting to mustard and paddy in North and Eastern part of India.

Due to rapid industrialization, grapes acreages are reducing in urban areas like Nasik and Bangalore. Production of sugarcane, estimated at 346.72 million tonnes, is lower by 15.61 million tonnes than its production during 2014-15. Farmers await their produce price from the Government in Maharashtra and Karnataka.

Despite challenging market conditions, the branded Domestic Formulation Business held on to revenues at the same level as in previous year. The new introductions in the market have been received well, considering the tough market conditions.

Both, HUNK and ORIGIN stayed true to their value proposition, gaining appreciation of the farming community by delivering on the promised outcomes. Your Company also introduced three new products, remaining true to its commitment to deliver novel solutions to the Indian farming community -

1) **ZEENY:** An advanced formulation for the control of Jassids on Okra, strengthening the F&V portfolio of the Company.
2) **MARK:** A new generation, pre-emergent herbicide for the control of weeds in soybean.
3) **Panida Grande:** A novel broad spectrum formulation of pendimethalin for the control of weeds in various crops.

The Company's focus during 2015-16 was to improve its reach and penetration, with a view to increase the market share in spite of a sluggish season.

Other Agri inputs:

Seed is a basic and critical input for sustainable agriculture. The quality of seeds determines the quality of the crop output to a large extent. The global market for seeds for the year 2013-14 was US$ 45 billion, with an expected annual growth of 11% over the next 6 years. Indian seed industry has grown at over 15% for the past 5 years and was ₹ 15,000 crores for the year 2015-16.

Your Company, along with its subsidiary Metahelix Life Sciences Ltd., is focusing its efforts on establishing its own seed brands in various segments of cotton, rice, maize, millet, wheat and mustard. High potential segments and geographies have been identified and suitable products selected to establish the Company's seed brands, with the support of consistent, strong and extensive field activities.

The Company also plans to launch 2-3 new products in different crops during the year 2016-17. Sales and liquidation efforts would be supported by improved seeds product differentiation activities and new seeds development initiatives.

A significant drop in the yield and quality of crops in the country has brought into focus the need for promoting balanced use of fertilization and educating the Indian farmer about the deficiencies of secondary and micronutrients in the soil. All 21 nutrients required by the plant, including macronutrients, micronutrients and secondary nutrients must be balanced so that the plant maintains good health to defend unfavorable environmental conditions. Indiscreet agricultural practices in many parts of the country have increasingly led to removal of secondary and micronutrients from the soil and multiple nutrient deficiencies, which are becoming major constraints on raising agricultural production.

As a move towards sustainable agriculture, your Company is increasing its focus on plant growth nutrients. Rallis has a wide range of specialty nutrient products and is focused on greener and cleaner products to address sustainable agriculture. These products will not only address the concerns of deteriorating soil health and crop health concerns, but also facilitate catering to small and marginal farmers.

Ralligold, Tata Bahaar and Solubor are the major plant growth nutrients and are poised to achieve significant growth. The Company also plans to launch one new product in the multi micro nutrient liquid segment during 2016-17.

During the financial year, sales for GeoGreen, the Organic Manure brand of the Company, were impacted due to severe drought conditions across India. Samrudh Krishi initiative is now migrated to a technology platform, which enables farmers to access our advisory services over android based mobile app. This will help us to increase the enrolments and access more farmers at relatively lower costs. The MoPu (More Pulses) initiative continued to make good progress in Madhya Pradesh and Maharashtra, adding significant value for the farmers who are covered under this programme. Our Agri implements presence currently consists of sprayers.

INTERNATIONAL MARKETS

Crop Protection sales in almost all regions declined with the highest fall occurring in Europe and LATAM. Conditions in Ukraine improved; however economic weakness affected the Russian market. The USA market was again affected by a delayed start of sowing, impacting the pre-emergence herbicide market. Canada suffered from high crop stocks and low prices as well as cool dry summer. Mexico has benefitted from better rainfall than in 2014.

Various factors like variable weather patterns, drought/ El Nino phenomenon, lower prices of agricultural commodities, high inventory levels at distributor level in many countries, strengthening of US dollar, including a weak monsoon resulted in the ongoing steep decline in global crop protection market during 2015 to 51 billion USD, from 56 billion USD in 2014.

Despite the adverse conditions, your Company's international business recorded sales of over ₹ 400 crores during the year, contributing to 30% of the revenues of the Company. The Company is focusing on building a business platform on Contract Manufacturing for leading global players. During the year, discussion and activities with some leading Companies progressed well. There are several projects which are at various phases of evaluation, with a couple of them reaching the pilot stage.

RALLIS' OVERALL PERFORMANCE

Consolidated Results:

Your Company's gross sales for the year 2015-16 were ₹ 1,726.54 crores, reflecting a decline of 10% over the previous

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year. The Company's profit before tax during the year, at ₹ 185.68 crores, declined by 16.2%. Net profit after minority interest declined by 9%, to ₹ 143.03 crores.

Standalone Results:

The gross sales for the year 2015-16, at ₹ 1,404.31 crores were 13% less than the previous year. Profit before tax was lower by 19.8% at ₹ 164.98 crores, while net profit (after tax) for the year stood at ₹ 126.02 crores, a decline of 13.3% over the previous year.

RESEARCH & DEVELOPMENT (R&D)

By bringing and implementing latest and cutting edge technologies, your Company's Research and Development Centre (Rallis Innovation Chemistry Hub -RICH) provides potential solutions across the Company. This enables introduction of new products across the country, as well as major expansion in contract manufacturing services. Many multinational Companies have visited the RICH facility for potential contract manufacturing and alliance opportunities.

Process Chemistry, along with engineering, is focused on developing efficient and robust processes for molecules in the areas of crop protection and having relevant market potential. Process improvement projects of existing products have been instrumental in improving product quality, yields and productivity of manufacturing processes. Process development for many Contract Manufacturing opportunities were also taken up as a major activity. Environment, Health and Safety (EHS) considerations were given prime importance. Developed processes are tested at the state-of-the-art Pilot Plant at Dahej to ensure robustness and adoptability for effective commercialization.

To address the farmer and environmental needs, new and safer formulations are being developed for better efficacy, improved value and services. A number of registration dossiers have been submitted during the year for supporting domestic and international business.

Product Development of new formulations in areas of Crop Protection, Plant Growth Promoters (PGPs) and Plant Growth Nutrients (PGNs) was also undertaken with the help of field trials in different areas to assess their bio efficacy and ensuring that these formulations are safe to use.

RICH also worked jointly with the Innovation Centre, TCL, Pune for developing plant based extracts for the management of insect pests on plantation crops. Similarly RICH has worked with Tata Group Technology Innovation Office (GTIO) to develop a drone for pesticides spray on commercial crops.

The Company's initiative of New Solution Development and Introduction (NSDI) process has identified several new products to be developed over the next 5 years. Several products are at various stages of development. Improvement plans for existing products are also underway with an objective of cost reduction and being competitive in the market. Process Development for contract manufacturing opportunities is also undertaken and some of these are being scaled up for commercialization shortly.

During the year, your Company has received an Award for Product Innovator of the Year in Agrochemicals Sector from FICCI Chemicals & Petrochemicals Awards 2015, for Origin, a pre- mixture formulation of insecticide and fungicide.

ENVIRONMENT, HEALTH & SAFETY (EHS)

Safety and Health:

Health and Safety of employees and associates continues to be an area of prime focus. Your Company firmly believes in Health and Safety being a key Value rather than priority, because priorities may change. Our Value "Safety is a condition of Employment" and not a choice emphasizes our commitment towards non-negotiable attribute of health and safety practices and standards. We believe that this kind of approach is core to taking safety to higher levels and our leadership continuously works towards establishing, sustaining and improving the safety culture. Alongside, it is our endeavor to adopt best practices with national and international benchmarks to raise the bar on safety.

In recent years, we have chosen to focus on Behavior Based Safety (BBS), Process Safety Management (PSM) and Road Safety. This has started with signing the BBS commitment by senior Leadership along with all employees. We have engaged and utilized various internal and external resources and experts for encouraging and guiding our employees to practice and excel in these three focus areas. Our efforts towards continually improving Health and Safety practices have been recognized by the Indian Chemical Council by extending the permission to use the Responsible Care logo for another three years.

As a part of PSM, your Company engaged a safety expert agency for carrying out Safety Integrity Level (SIL) and Layer of Protection Analysis (LOPA) study of various Unit processes and Unit operations at Ankleshwar, Dahej and Lote plants. The outcomes of these studies have been used to enhance and strengthen the Process Automation in all the Units, which will in turn further improve process safety at the sites. Similarly, for Road Safety, the Company engaged Road Safety Foundation, an NGO and expert in providing road safety training. In the last two years, we have conducted more than 50 programmes across India, covering more than 20,000 people including our employees, community, school and college students, police personnel, industrial associations, etc.

Environment Footprint and Climate change:

Environment sustainability is one of the key elements in our Corporate Sustainability Model. Conservation of energy, greening of product and environment, reduction and reuse of industrial waste are key focus areas under environment initiatives. Climate change has been identified as one of the greatest challenges facing nations, governments, businesses and citizens in the coming decades. At Rallis, we have recognized this fact and started GHG (Green House Gases) emission monitoring several years ago. For measuring our carbon footprint, we followed International Standard ISO 14064 covering scope 1, scope 2 and scope 3. This exercise is part of our monitoring and measurement of Greening Index, which covers our environment performance with respect to water usage, energy usage, greening, waste reduction and greening of the products. Year on year, we have improved our Greening Index by reducing the carbon foot print intensity, recycling of treated water, converting waste into useful byproduct, increasing the green cover and producing more water based formulates.

Your Company has laid out systems going beyond regulations, by continuously working on different technologies in effluent management to upgrade waste water treatment in all its technical manufacturing Units. This has paved the way for total recycling of treated water in Ankleshwar Unit and other Units are progressing to achieve the same in the coming years.

Successful completion of Solar Project "Sunshine" - A milestone on our journey to Sustainable Energy:

This initiative is part of our long term Sustainability plan of "50% power generation using renewable source of energy". In this direction, your Company has begun to invest in the use of renewable energy as a supplement to conventional energy being consumed across the factories. We have set up a 4.4 MWp Solar Power Plant at Dahej that established connectivity with the National grid on 24th December, 2015 at the hands of our then Chairman, Mr. R. Gopalakrishnan in the presence of Mr. Anil Sardana, Chairman of Tata Power Solar Systems Ltd. (TPSS), Mr. V. Shankar, Managing Director & CEO and Mr. Ashish Khanna, CEO of TPSS. The project was completed in 70 working days with TPSS as the EPC (Engineering, Procurement, Construction) contractor on the generation side and M/s. Shrinathji Electricals for switch yard, substation and evacuation line under advice of Tata Power Ltd.

The entire power generated from this project, "Sunshine", will be for captive consumption at our Ankleshwar and Dahej Units. Hence, the power evacuation will be at 11/66KV and wheeled to the respective DISCOMS (Distribution Companies) through Long Term Open Access agreement with Gujarat Energy Transmission Corporation Ltd. Based on the climatic simulation data, "Sunshine" is expected to generate around 7.5 million units per annum.

Although economic benefits will accrue in due course commensurate to the spend, the commitment of your Company to sustainability factors is paramount in this endeavor. It is also a small contribution to the commitment of the Government of India to generate 100 GW of solar power out of the total of 175 GW of renewable energy by 2020.

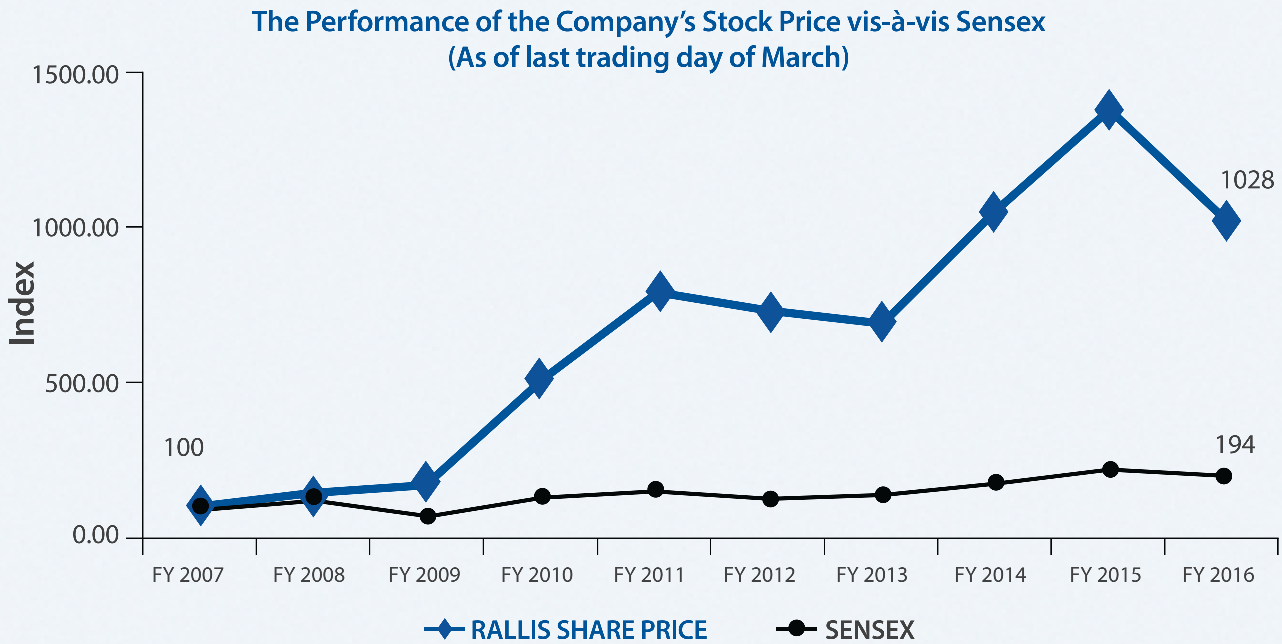
TOTAL SHAREHOLDER RETURN

Shareholders are an important part of the stakeholder family. Your Company has, over the years, enhanced shareholder value by an increase in investor returns. The Company measures the value created for its investors through the Total Shareholder Return (TSR).

TSR is the yearly rate of return of an investment made considering capital appreciation plus dividends over time. The TSR of an investment made in your Company in March 2007, kept till the last trading day of March 2016 works out to be a healthy 34% per annum. This means that if one had invested ₹ 100 in Rallis' stock in March 2007, the total value that the investment would have earned would be ₹ 1,020, if one had sold the stock on the last trading day of March 2016.

The dividend payout of the Company has seen a steady improvement over the years, from ₹ 8/- per share in 2007 (on Equity Shares of ₹ 10/- each) to ₹ 2.50 per share in 2015 (on Equity Shares of ₹ 1/- each). If the recommended dividend is approved by the Shareholders, the dividend payout of the Company in 2016 will be ₹ 2.50 per share. The EVA (Economic Value Added) of the Company is ₹ 26.57 crores during 2015-16, as compared to ₹ 40.85 crores during 2014-15.

Rallis' stock price has significantly out-performed the BSE Sensex during the past 10 years. If both the Rallis stock price and Sensex were indexed to 100 as on the last trading day of March 2007, the y-o-y performance of the Rallis stock and Sensex till FY 2016 is shown in the chart.



	FY 2007	FY 2008	FY 2009	FY 2010	FY 2011	FY 2012	FY 2013	FY 2014	FY 2015	FY 2016
Rallis Share Price	248	335	392	1,255	1,321	121	115	173	226	170
Sensex	13,072	15,644	9,709	17,528	19,445	17,404	18,836	22,386	27,957	25,342

OPPORTUNITIES AND OUTLOOK

Indian agriculture is on a growth path, with an increase in investments and private funding in the past few years. The sector is expected to grow with better momentum in the next few years, owing to an increase in investment in agricultural infrastructure such as irrigation facilities, warehousing and cold storage. Factors such as reduced transaction costs, time, better port gate management and fiscal incentives will also contribute to this upward trend. Furthermore, the increased use of genetically modified crops is also expected to better the yield of the Indian farmers.

India's latest monsoon forecasting model predicts good rainfall in 2016 *(Forecast: 106% of Long Period Average (LPA) by Indian Meteorological Department, 105% of LPA by Skymet and 104% of LPA by Weather Risk Management Services)*, which will end the severe water shortage that is threatening power supply and encourage farmers who have been devastated by two consecutive droughts. The Climate Forecast System (CFS) of the Indian Institute of Tropical Meteorology (IITM) predicts mostly normal and sometimes heavy rainfall across the country, barring parts of coastal Gujarat, western Rajasthan, northern Kashmir and parts of the North East.

Weather scientists across the globe say that the El Nino conditions, which led to two consecutive droughts in India, are weakening, while La Nina conditions are likely to set in only after the Indian summer season is over.

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As the Indian farmers look for better agronomy practices and solutions, your Company has an opportunity to provide these services into the future. Understanding farmer needs and developing the right solutions is the mainstay of your Company. Along with the strong relationship with farmers and partners, this will provide the right platform for growth in the future.

RISKS, CONCERNS AND THREATS

Despite the strong growth drivers, Indian agrochemicals industry faces challenges in terms of low awareness among large number of end users spread across the geography. Managing inventory and distribution costs is a challenge for the industry players in the wake of volatility in business environment.

The performance of the crop protection industry and other agri inputs is dependent on monsoons, pest and disease incidences on crops. As this year's monsoon failure has shown, major fluctuations in total rainfall and its distribution affect the crop acreages and overall productivity and have a direct correlation with sales. Agrochemical companies face issues due to seasonal nature of demand, unpredictability of pest attacks and high dependence on monsoons.

Compliance to growing regulatory norms is a continuing requirement and could lead to delays in obtaining necessary approvals. Changes in guidelines or policies in various geographies may also lead to sudden disruption of business in specified products.

Many Agrochemical Companies have foreign exchange exposure either in the form of forex loans or exports and imports. For Companies which operate largely in the domestic arena any major forex movement may affect profitability due to fluctuating import costs. While on the one side input costs could increase, weak monsoons could reduce pricing flexibility, thereby affecting margins. Your Company does not have any foreign currency loans and has both exports and imports, thereby providing a natural hedge against forex movements.

INTERNAL CONTROLS SYSTEMS AND ADEQUACY

Adequate internal control measures are in the form of various policies and procedures issued by the Management, covering all critical and important activities. These have been established at the entity and process levels and designed to ensure compliance to internal controls, regulatory compliance and appropriate recording of operational and financial information.

The effectiveness of controls is reviewed through an independent internal audit process, which is undertaken in line with the risk based annual audit plan as approved by the Audit Committee of the Board. A risk control framework is in place for each audit unit. The scope and authority of the internal audit activity is derived from the Audit Charter approved by the Audit Committee of the Board. The audit review also provides a score that allows the unit to improve. The Audit Committee oversees the adequacy of the internal control environment through regular reviews of the audit findings and monitoring implementations of audit recommendations.

For the business process level, controls are also evaluated through Control Self Assessment, whereby responses of all process owners are used to assess built in internal controls in each process. Further, these are validated through spot audits to ensure optimum coverage of the audit universe. This also helps the Company to identify focus audit areas, design audit plan and support compliance certification of internal controls by the CEO and CFO.

Additionally, there has been a continued focus on IT enablement and computerisation of key process controls through the ERP systems to maximise automated control transactions across key functions.

The Internal Audit function endeavours to make meaningful contributions to the Organization's overall governance, risk management and internal controls.

HUMAN RESOURCES

Human Resources are key to the success of Rallis. Your Company has several processes in place to ensure the continual training and growth of its employees over the entire life cycle. Processes are also in place to attract and recruit talent into the Company.

While Rallis is an equal opportunity employer, special focus is given to enhance diversity and promote employment for under-represented segments of society by way of affirmative action to ensure that these segments get their due in building the Team Rallis.

The Company has elaborate processes in place to prevent discrimination and harassment, including sexual harassment. Whistle Blower Policy is also in place.

From time to time, your Company participates in assessment by various expert bodies to measure effectiveness of actions taken on HR related matters. During the year, Rallis participated in assessment under Tata Affirmative Action Programme wherein significant progress was noted by the assessors over the last assessment. The Company also runs a specific programme for training rural youth in agri practices to enhance their employability in Agri inputs sector in rural India.

We undertake Employee Engagement Survey through independent agencies every alternate year. The overall Employee Engagement Score (EES) as per the 2014 survey continues to be among the top scores among the industry peers and way above average EES scores for similar companies in India. The results of the EES have been very encouraging with the ratio of engaged to disengaged employees improving to 19:1 from the earlier 16:1.

As a result of effective HR processes, the overall Employee Engagement has been high as is evident in reduction in the percentage of attrition from 14% in FY 2014-15 to 10.9% in FY 2015-16.

As a continuous endeavor of building functional competencies, CAD (Competency Assessment and Development) initiative has been taken to a higher level, involving more Departments and roles as per plan. Several skill development programmes such as RISE (Rallis Initiative for Skill Enrichment), Gyanpeeth (Train The Trainer), Development Centers and Mentoring and Arjun training for frontline sales staff etc were undertaken.

The Ankleshwar Unit of the Company has 69 non management employees. The overall relations with these bargainable employees at Ankleshwar were cordial and harmonious during the year 2015-16. As on 31st March, 2016, the employee strength of the Company was 957, as compared to 909 as on 31st March, 2015 (excluding trainees).

BUSINESS EXCELLENCE

The year 2015-16 witnessed several key events and initiatives at Rallis. Your Company continued the journey of excellence in the Tata Business Excellence Model (TBEM) and worked for strengthening its Operational excellence. The Company was also part of the Tata Chemicals Enterprise Assessment, which saw a substantial increase in the score band. It also participated in the Business Excellence Road Show organized by CII where Business Excellence environment and processes were presented to participants of various Tata and non Tata companies and your Company was perceived as one of the best process oriented Organization by non Tata companies as well.

After winning the prestigious JRD QV Award in 2011, the excellence journey is continued with other formats like CII-EXIM. Your Company won the CII-EXIM Prize for excellence in 2012 and in again in the current year. The Company was also assessed for CII HR Excellence Assessment in 2014, which is done by HR experts from various industries. The Company was recognized under "Significant Achievement Category" which is a milestone achievement on the people front.

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These honors are given to Organizations that exhibit highest standards of excellence based on the TBEM (adapted from Malcolm Baldrige National Quality Award of USA) and CII-EXIM Bank Business Excellence Model (adapted from European Foundation for Quality Management model). These Awards acknowledge the sustained efforts and strong commitment of all employees of the Company to excel, sustain and grow together. The Company leadership acknowledged the contribution of employees for their focused approach to continuous improvement and value creating initiatives in the Organization.

As a part of its excellence journey, the Company has an online digital platform for employees to register their innovative thoughts to achieve stretched targets in line with leveraging Information and Communication Technology (ICT).

The Company has participated in the Tata Group Innovation Forum, Tata Innovista with 49 entries this year. Two of the projects were recognized at the regional level and one has entered the Global level competition.

The Company will continue to progress in its journey of excellence through some focus areas such as customer centricity, sustainability and operational excellence.

INFORMATION TECHNOLOGY

Information Technology is core to the Company's processes, improvement and transformational initiatives. Rallis continues to explore and implement new emerging technologies for furthering its business objectives. During the year, the Company has strengthened its core ERP and BW systems with upgrades and enhancements, thereby helping the Company align business segments and simplify business processes. Investments also continue to be made in IT infrastructure to support the various business applications.

The Company also now has a detailed road map in place for IT that will support its growth strategy in the years to come.

CORPORATE SUSTAINABILITY AND AFFIRMATIVE ACTION

Sustainable way of doing business is deeply entrenched in the Company's business strategy. This is achieved through alignment of long term sustainability plans with business strategy. Long term sustainability plans of the Company include:

- No Red Triangle product in the portfolio.
- Shifting from Yellow to safer Blue and Green Triangle products.
- All Units to achieve total recycling of treated water by 2017-18.
- 50% energy should come from renewable sources by 2020-21.
- 10% reduction in specific energy consumption by 2020-21, from base year 2013-14.
- At least two water based formulation products every year.
- Water neutral by 2016-17.
- Impacting more than 1 lakh people through our CSR projects by year 2020-21, out of which 25% will be from communities requiring affirmative action.

Integrated Approach:

Sustainability initiatives are woven around elements of the Integrated Sustainability Model adopted by the Company. Under the Integrated Model, key focus areas under Environment are Industrial Waste Management and Energy and Greening. Under Corporate Social Responsibility (CSR) and Affirmative Action (AA), key focus areas are Natural Resource Management and Employability through skill development. Your Company has developed detailed long term and short term plans on all key focus areas. To ensure proper implementation of sustainability initiatives, the Company has a strong team at the corporate level, equally supported by trained Sustainability champions across all locations, who drive sustainability initiatives at their respective locations. The progress is reviewed regularly in Steering Committee meetings chaired by the Managing Director and the CSR Board Committee. Some of the highlights of the Company's CSR programmes are given below.

Employability, Skill Development and Education:

Your Company has taken Employability embedded with Education as its major focus area. Under Employability, the Company has two programmes, namely Tata Rallis Agri Input Training Scheme (TRAITS) and Fixed Term Trainees (FTT) to have a visible impact on society. Through this intervention which nurtures and equips rural youth with skill sets necessary for the agrochemical industry, opportunity is created for them in the Company and elsewhere.

The Company implements Education interventions under its RUBY (Rallis Ujjwal Bhavishya Yojana) initiative. Under RUBY, focus is on improving the quality of education and skill building by imparting training, exposure and informal education to students, including skill development workshop, with a view to enhance employability in the long term.

Under Education initiatives, focus is on creating awareness about the importance of education, improving quality of education through training, holistic development of students and providing educational aids to deprived students. Developing IT skills, science and English interventions are focus areas under Education projects.

In addition, the Company also supports infrastructural needs of the schools like building smart classes, toilet blocks, drinking water facility, science and IT Lab etc.

During 2015-16, we have covered 21 schools across various locations under our Education projects, impacting over 5,085 students, of which 49% were with Affirmative background. The Company's educational interventions have been getting positive feedback from school authorities.

Natural Resource Management (NRM): Project "Jal Dhan":

Under NRM projects, the main thrust is to combat the impact of climate change in rainfed areas, through activities relating to rainwater harvesting, soil conservation, land shaping, pasture development, vegetative bunding and water resources conservation on the basis of the entire compact micro-watershed, which would include both cultivated and uncultivated lands.

The Company started its intervention in Lote (Konkan Region of Maharashtra), where one of its manufacturing Units is located. The Konkan region is blessed with heavy rainfall every monsoon, yet faces water scarcity during summers due to its hilly terrain and lack of proper storage structure for rainwater.

Based on need assessment, Integrated Watershed project was designed in the vicinity of a 5 km radius, focusing on harvesting rain water to make villagers water sufficient and motivate small farmers to opt for second crop from available water and focusing on overall development of villagers. This year impact assessment was done in Lote region by a Delhi based organization called DPG.

In the current year, Maharashtra has faced severe drought, with Marathwada region being the worst affected. Keeping this in mind, Rallis has identified 8 villages from Latur and Beed districts and initiated water conservation work like desilting and repairing existing structures and creating new structures like check dams. This has been appreciated by villagers as well as local government authorities.

Under Jal Dhan project, across Maharashtra 62,941 people were potential beneficiaries, out of which 20,600 belonged to the Affirmative Action community.

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Along with water conservation, the Company has also focused on afforestation, to increase ground water level and soil conservation. Sacred forest was the area selected, with a focus on bio diversity, and more than 15,000 trees of mix forest species were planted and are maintained on a year on year basis.

With the increase in water availability, farmers were imparted various modern and improved farming techniques, including Government schemes, with the help of experts. As paddy is one of the main crops in Konkan and Raigad regions, the Company introduced SRI technique (System of Rice Intensification) for paddy cultivation. This also led to an increase in the income level of each family.

For empowering women covered under the Company's project areas, need assessment and focus group discussion were done to understand the skill requirements of the women. Based on needs identified, various skill trainings were imparted like jewelry making, candle making, beautician, tailoring, soap making, etc by inviting experts from the field. To support these women and encourage them to initiate home based business, support like providing raw materials, exposure visits, business planning skills and opportunity to sell the products were provided by the Company during festive seasons like Ganpati and Diwali.

Under TARA project, 238 women from Maharashtra were covered, out of which 196 belong to the Affirmative community.

In the year 2015-16, your Company has identified tribal village and schools which will be converted into Model village and Model school within the next 3 years. A tribal village near CBD Belapur, Navi Mumbai named Kelcha Mal and an Ashram school at Atali in Gujarat near our Dahej factory, have been selected. Need Assessment survey has been done with the help of Delhi based NGO, DPG to understand the priorities of the tribals and work has been initiated based on the findings.

Going forward, these projects will be further intensified by covering additional areas in Maharashtra, Gujarat and other States.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward- looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include climatic conditions, economic conditions affecting demand/ supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

Your Company's philosophy on the Code of Governance is based on the belief that effective Corporate Governance practices constitute a strong foundation on which successful commercial enterprises are built to last. Corporate Governance is essentially a system by which Companies are directed and controlled by the management in the best interest of all stakeholders. It is not mere compliance of laws, rules and regulations, but also the application of best management practices and adherence to the highest ethical principles in all its dealings, to achieve the objects of the Company, enhance stakeholder value and discharge its social responsibility. Above all, it is a way of life, rather than merely a legal compulsion. Your Company recognizes that strong Corporate Governance is indispensable to resilient and vibrant capital markets and is, therefore, an important instrument of investor protection. It, therefore, continues to lay great emphasis on a corporate culture of conscience, integrity, fairness, transparency, accountability and responsibility for efficient and ethical conduct of its business.

As a Tata Enterprise, your Company has a strong legacy of fair, transparent and ethical governance practices. This is further strengthened by the adoption of the Tata Code of Conduct for its employees, including the Managing Director and adoption of a Code of Conduct for its Non-Executive Directors. The Company's Corporate Governance philosophy is also strengthened through adoption of the Code of Conduct for Prevention of Insider Trading, Code of Corporate Disclosure Practices and the Tata Business Excellence Model.

During the year, your Company's Corporate Governance practices were recognized at the 15th ICSI National Awards for Excellence in Corporate Governance, through award of the Certificate of Recognition for adopting Exemplary Corporate Governance Practices.

Your Company is in compliance with the requirements of Corporate Governance stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (Clause 49 of the erstwhile Listing Agreement executed with the Stock Exchanges).

2. BOARD OF DIRECTORS

Composition

The Board of Directors, along with its Committees, provides leadership and guidance to the management and directs and supervises the performance of the Company, thereby enhancing stakeholder value. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected.

The Board of Directors, as on 31.03.2016, comprised 9 Directors, of which 8 were Non-Executive Directors. The Company has a Non-Executive Chairman and the 5 Independent Directors as on 31.03.2016 comprised more than one-half of the total number of Directors. All Directors possess relevant qualifications and experience in general corporate management, finance, banking and other allied fields which enable them to effectively contribute to the Company in their capacity as Directors.

All Independent Directors of the Company have been appointed as per the provisions of the Companies Act, 2013 and the Governance Guidelines for Board Effectiveness adopted by the Company. Formal letters of appointment have been issued to the Independent Directors. The terms and conditions of their appointment are disclosed on the Company's website.

None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (Committees being Audit Committee and Stakeholders Relationship Committee, as per Regulation 26 (1) of the Listing Regulations), across all the Companies in which he/ she is a Director. The necessary disclosures regarding committee positions have been made by all the Directors.

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None of the Directors holds office in more than 20 companies and in more than 10 public companies. All Directors are also in compliance of the limit on Independent Directorships of listed companies as prescribed in Regulation 25 (1) of the Listing Regulations.

Category and Attendance of Directors

The names and categories of Directors, their attendance at the Board Meetings held during the year and at the last Annual General Meeting, as also the number of Directorships and Committee positions held by them in public limited Companies are given below:

Director	Category	No. of Board Meetings attended during 2015-16	Attendance at AGM held on 29th June, 2015	No. of Directorships* (As on 31.03.2016)			No. of committee positions in Mandatory Committees* (As on 31.03.2016)		
				Chairman	Member	Total	Chairman	Member	Total
Mr. R. Gopalakrishnan (Chairman) (upto 24.12.2015) DIN - 00027858	Non-Independent Non-Executive	5	Yes	3	6	9	-	3	3
Mr. Bhaskar Bhat (Chairman) (Director w.e.f . 08.10.2015; Chairman w.e.f. 25.12.2015) DIN - 00148778	Non-Independent Non-Executive	3	NA	3	6	9	-	2	2
Mr. B. D. Banerjee DIN - 00064354	Independent Non-Executive	8	Yes	-	2	2	-	2	2
Mr. E. A. Kshirsagar DIN - 00121824	Independent Non-Executive	8	Yes	-	7	7	5	2	7
Mr. Prakash R. Rastogi DIN - 00110862	Independent Non-Executive	8	Yes	-	2	2	1	1	2
Mr. Bharat Vasani DIN - 00040243	Non-Independent Non-Executive	7	Yes	-	3	3	-	-	-
Mr. R. Mukundan DIN - 00778253	Non-Independent Non-Executive	7	Yes	-	4	4	-	1	1
Dr. Y. S. P Thorat DIN - 02652734	Independent Non-Executive	7	Yes	-	3	3	2	3	5
Dr. (Mrs.) Punita Kumar-Sinha DIN - 05229262	Independent Non-Executive	7	Yes	-	10	10	-	5	5
Mr. V. Shankar (Managing Director & CEO) DIN - 01385240	Non-Independent Executive	8	Yes	3	1	4	1	1	2

* Excludes Directorships in Associations, Private Limited Companies, Foreign Companies, Government Bodies and Companies registered under Section 8 of the Companies Act, 2013. Only Audit Committee and Stakeholders Relationship Committee of Indian Public Companies have been considered for committee positions.

The Company held 8 Board Meetings during 2015-16 and the gap between two meetings did not exceed 120 days. The dates on which the Board Meetings were held were: 22nd April, 2015; 29th June, 2015; 23rd July, 2015; 23rd October, 2015; 4th December, 2015; 18th January, 2016; 5th February, 2016 and 15th March, 2016.

Board Procedure

The annual calendar of Board Meetings is agreed upon at the beginning of the year. The agenda is circulated well in advance to the Board members, along with comprehensive background information on the items in the agenda to enable the Board to arrive at appropriate decisions. The information as required under Part A of Schedule II to the Listing Regulations is made available to the Board. The Board also reviews the declarations made by the Managing Director and Chief Financial Officer regarding compliance with all applicable laws, on a quarterly basis.

Code of Conduct

The Company has adopted the Tata Code of Conduct for all employees of the Company, including the Managing Director. The Board has also approved a Code of Conduct for the Non-Executive Directors of the Company, which incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. Both the Codes are posted on the Company's website.

All Board members and senior management personnel (as per Regulation 26 (3) of the Listing Regulations) have affirmed compliance with the applicable Code of Conduct. A declaration to this effect, signed by the Managing Director & CEO forms part of this Report.

Apart from receiving remuneration that they are entitled to under the Companies Act, 2013 as Non-Executive Directors and reimbursement of expenses incurred in the discharge of their duties, none of the Non-Executive Directors has any other material pecuniary relationship or transactions with the Company, its promoters, its Directors, its senior management or its subsidiaries and associates. None of the Directors are inter-se related to each other.

The Directors and senior management of the Company have made disclosures to the Board confirming that there are no material financial and/ or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on 22nd April, 2015, as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Regulation 25 (3) of the Listing Regulations. At the Meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of the Managing Director and Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All Independent Directors of the Company attended the Meeting of Independent Directors. Mr. B. D. Banerjee chaired the Meeting.

Board and Director Evaluation and criteria for evaluation

During the year, the Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. The criteria for Board Evaluation include *inter alia*, degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Criteria for evaluation of individual Directors include aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Managing Director & CEO.

Criteria for evaluation of the Committees of the Board include degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

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

Familiarization Programme for Independent Directors

The Company familiarizes its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes. These include orientation programme upon induction of new Directors, as well as other initiatives to update the Directors on a continuing basis.

The Familiarisation programmes imparted to Independent Directors are disclosed on the Company's website at the following weblink http://www.rallis.co.in/DFPID.htm

3. AUDIT COMMITTEE

Terms of reference

The Audit Committee functions according to its Charter that defines its composition, authority, responsibilities and reporting functions. The terms of reference of the Audit Committee, *inter alia*, are as follows:

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Review with the management the quarterly and annual financial statements and the auditor's report thereon, before submission to the Board for approval.
- Discuss with the statutory auditors, before the audit commences, about the nature and scope of audit, as well as post-audit discussion to ascertain any area of concern.
- Recommend to the Board the appointment, re-appointment and, if required, the replacement or removal of statutory auditors, remuneration and terms of appointment of auditors, fixation of audit fees and to approve payment for any other services rendered by the statutory auditors.
- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- Review with the management, performance of the statutory and internal auditors.
- Review the adequacy of the internal audit function and the adequacy and efficacy of the internal control systems.
- Evaluate internal financial controls and risk management systems.
- Scrutinize inter-corporate loans and investments.
- Discuss any significant findings with internal auditors and follow-up thereon.

- Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
- Look into the reasons for substantial defaults in payments to depositors, debenture holders, shareholders and creditors.
- Approve transactions, including any subsequent modifications, of the Company with related parties.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Review and monitor the statement of use and application of funds raised through public offers and related matters.
- Review the functioning of the Whistle Blower mechanism.
- Oversee compliance with legal and regulatory requirements.
- Oversee financial reporting controls and process for subsidiary companies.
- Approve the appointment of the Chief Financial Officer after assessing the qualifications, experience and background of the candidate.
- And, generally, all items listed in Part C of Schedule II to the Listing Regulations and in Section 177 of the Companies Act, 2013.

Composition and Attendance during the year

The Audit Committee of the Company is constituted in accordance with the provisions of Regulation 18 of the Listing Regulations and the provisions of Section 177 of the Companies Act, 2013. All members of the Committee are financially literate, with Mr. E. A. Kshirsagar, Chairman of the Committee, having the relevant accounting and financial management expertise.

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

Name of the Member	Category	No. of Meetings attended during 2015-16
Mr. E. A. Kshirsagar, Chairman	Independent, Non-Executive	7
Mr. B. D. Banerjee, Member	Independent, Non-Executive	7
Mr. Prakash R. Rastogi, Member	Independent, Non-Executive	6
Dr. Y. S. P. Thorat, Member	Independent, Non-Executive	7

The Audit Committee met 7 times during the year and the gap between two meetings did not exceed 120 days. The dates on which the Audit Committee Meetings were held were: 22nd April, 2015; 23rd July, 2015; 31st August, 2015; 23rd October, 2015; 24th November, 2015; 18th January, 2016 and 15th March, 2016. Necessary quorum was present at the above Meetings.

During the year, the Audit Committee reviewed key audit findings covering operational, financial and compliance areas. Risk mitigation plans covering key risks affecting the Company were presented to the Committee. The Chairman of the Committee briefs the Board members about the significant discussions at Audit Committee Meetings.

The meetings of the Audit Committee are usually attended by the Managing Director & CEO, the Chief Financial Officer, the Head of Internal Audit, the Company Secretary and a representative of the Statutory Auditors. The

Business and Operation Heads are invited to the Meetings, when required. The Company Secretary acts as the secretary to the Committee. Occasionally, the Audit Committee also meets without the presence of any Executives of the Company.

The Chairman of the Audit Committee, Mr. E. A. Kshirsagar was present at the Annual General Meeting of the Company held on 29th June, 2015.

4. NOMINATION AND REMUNERATION COMMITTEE

Terms of reference

The terms of reference of the Nomination and Remuneration Committee are as follows:

- Recommend to the Board the setup and composition of the Board, including formulation of the criteria for determining qualifications, positive attributes and independence of a Director.
- Periodical review of composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Support the Board in matters related to the setup, review and refresh of the Committees.
- Devise a policy on Board diversity.
- Recommend to the Board the appointment or reappointment of Directors.
- Recommend to the Board how the Company will vote on resolutions for appointment of Directors on the Boards of its material subsidiaries.
- Recommend to the Board, the appointment of Key Managerial Personnel (KMP) and executive team members.
- Carry out the evaluation of every Director's performance and support the Board and Independent Directors in the evaluation of the performance of the Board, its Committees and individual Directors, including formulation of criteria for evaluation of Independent Directors and the Board.
- Oversee the performance review process for the KMP and executive team with the view that there is an appropriate cascading of goals and targets across the Company.
- Recommend the Remuneration Policy for the Directors, KMP, executive team and other employees.
- On an annual basis, recommend to the Board the remuneration payable to Directors, KMP and executive team of the Company.
- Review matters related to remuneration and benefits payable upon retirement and severance to MD/ EDs, KMP and executive team.
- Review matters related to voluntary retirement and early separation schemes for the Company.
- Provide guidelines for remuneration of Directors on material subsidiaries.
- Recommend to the Board how the Company will vote on resolutions for remuneration of Directors on the Boards of its material subsidiaries.
- Assist the Board in fulfilling its corporate governance responsibilities relating to remuneration of the Board, KMP and executive team members.
- Oversee familiarization programmes for Directors.
- Review HR and People strategy and its alignment with the business strategy periodically, or when a change is made to either.

- Review the efficacy of HR practices, including those for leadership development, rewards and recognition, talent management and succession planning.

Composition and Attendance during the year

The composition of the Committee and the details of Meetings attended by the Directors during the year are given below:

Name of the Member	Category	No. of Meetings attended during 2015-16
Mr. B. D. Banerjee, Chairman	Independent, Non-Executive	4
Mr. R. Gopalakrishnan, Member (upto 24.12.2015)	Non-Independent, Non-Executive	3
Mr. Bhaskar Bhat, Member (w.e.f. 18.01.2016)	Non-Independent, Non-Executive	1
Mr. E. A. Kshirsagar, Member	Independent, Non-Executive	4
Mr. Prakash R. Rastogi, Member	Independent, Non-Executive	3

The Committee met four times during the year, on 22nd April, 2015; 31st August, 2015; 3rd December, 2015 and 15th March, 2016.

The Chairman of the Nomination and Remuneration Committee, Mr. B. D. Banerjee was present at the Annual General Meeting of the Company held on 29th June, 2015.

Details of remuneration for 2015-16

The aggregate value of salary, perquisites and commission paid to Mr. V. Shankar, Managing Director & CEO, during the year 2015-16 is ₹ 3,79,79,950/-, comprising:

Salary	:	₹ 58,80,000/-
Perquisites and allowances	:	₹ 95,99,950/-
Commission for the financial year 2014-15, paid during 2015-16	:	₹ 2,25,00,000/-
Period of Agreement	:	up to 12th March, 2017
Notice period	:	The Agreement may be terminated by either party giving the other party six months' notice or the Company paying six months' remuneration in lieu thereof.
Severance fees	:	Nil
Stock Options	:	Nil

The Company paid sitting fees of ₹ 20,000/- per meeting to the Non-Executive Directors for attending meetings of the Board, Executive Committee of the Board, the Audit Committee, the Nomination and Remuneration Committee and the Corporate Social Responsibility Committee and ₹ 10,000/- per meeting for attending the meetings of the Property Committee and the Stakeholders Relationship Committee. ₹ 20,000/- was also paid as sitting fees to the Independent Directors who attended the Meeting of the Independent Directors.

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The sitting fees paid during the financial year 2015-16 to the Non-Executive Directors for attending the Board and Committee Meetings for the year 2015-16, the commission paid to them during 2015-16 for the year 2014-15 and the commission payable for the year 2015-16, are as follows:

Name of Director	Sitting Fees (₹)	Commission for FY 2014-15, paid during 2015-16 (₹)	Commission for FY 2015-16, payable during 2016-17 (₹)
Mr. R. Gopalakrishnan (upto 24.12.2015)	1,80,000	37,35,000	23,45,000
Mr. Bhaskar Bhat (w.e.f. 08.10.2015)	1,00,000	NA	10,35,000
Mr. B. D. Banerjee	4,40,000	40,35,000	32,55,000
Mr. E. A. Kshirsagar	4,80,000	47,45,000	36,75,000
Mr. Prakash R. Rastogi	4,10,000	23,20,000	16,90,000
Mr. Bharat Vasani	2,20,000	17,80,000	14,40,000
Dr. Y. S. P. Thorat	3,60,000	23,40,000	20,80,000
Dr. (Mrs.) Punita Kumar-Sinha	2,00,000	10,45,000	14,80,000

Commission of ₹ 200 lakhs is also payable to the Managing Director & CEO for the year 2015-16.

As per practice, commission to the Directors is paid after the annual Financial Statements are adopted by the Members at the Annual General Meeting. Apart from sitting fees and commission as mentioned above, Non-Executive Directors are not entitled to any remuneration from the Company. None of the Directors hold any shares in the Company.

Retirement Policy for Directors

The Governance Guidelines on Board Effectiveness adopted by the Company provides for the retirement age of Directors. As per the Guidelines, the Managing and Executive Directors retire at the age of 65 years, Non-Independent Non-Executive Directors retire at the age of 70 years and the retirement age for Independent Directors is 75 years.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

Terms of reference

The terms of reference of the Stakeholders Relationship Committee are as follows:

- Review statutory compliance relating to all security holders.
- Consider and resolve the grievances of security holders of the Company, including complaints related to transfer of securities, non-receipt of annual report/ declared dividends/ notices/ balance sheet.
- Oversee compliances in respect of dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund.
- Oversee and review all matters related to the transfer of securities of the Company.
- Approve issue of duplicate certificates of the Company.
- Review movements in shareholding and ownership structures of the Company.
- Ensure setting of proper controls and oversee performance of the Registrar and Share Transfer Agent.
- Recommend measures for overall improvement of the quality of investor services.
- Set forth policies relating to and oversee implementation of the Code of Conduct for Prevention of Insider Trading.
- Review the concerns received under the Tata Code of Conduct.

During the year, the Company has adopted a revised Code of Conduct for Prevention of Insider Trading, under the amended SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code lays down guidelines for procedures to be followed and disclosures to be made by insiders while trading in the shares of the Company. Mr. Ashish Mehta, Chief Financial Officer has been appointed as the Compliance Officer for ensuring compliance with and for the effective implementation of the Regulations and the Code across the Company.

The Company has also adopted a revised Code of Corporate Disclosure Practices during the year, for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information by the Company, to enable the investor community to take informed investment decisions with regard to the Company's shares. Mr. Ashish Mehta, Chief Financial Officer, has been designated as the Chief Investor Relations Officer to ensure timely, adequate, uniform and universal dissemination of information and disclosure of Unpublished Price Sensitive Information.

Composition and Attendance during the year

The Stakeholders Relationship Committee met twice during the year, on 23rd July, 2015 and 18th January, 2016.

The composition of the Stakeholders Relationship Committee and the details of the Meetings attended by the Directors during the year are given below:

Name of the Member	Category	No. of Meetings attended during 2015-16
Mr. Prakash R. Rastogi, Chairman	Independent, Non-Executive	2
Dr. Y. S. P. Thorat, Member	Independent, Non-Executive	2
Mr. V. Shankar, Member	Non-Independent, Executive	2

Name, designation and address of Compliance Officer

P. S. Meherhomji
Company Secretary
2nd Floor Sharda Terraces
Plot No. 65 Sector 11
CBD Belapur
Navi Mumbai 400 614
Tel. No.: 91 22 6776 1657
Fax No.: 91 22 6776 1775
Email: pmeherhomji@rallis.co.in

Shareholders may also correspond with the Company on the email address: investor_relations@rallis.co.in

A total of 792 correspondences were received from investors during 2015-16, of which 3 cases were reported as complaints. 13 correspondences remained pending as on 31st March, 2016. These were received during the last week of March 2016 and hence were pending on 31st March, 2016, but have been subsequently replied to, as certified by TSR Darashaw Ltd. (Registrars).

One request for transfer of 600 shares was pending as on 31st March, 2016. The same was received during the last week of March 2016 and hence was pending on 31st March, 2016, but has been subsequently processed, as certified by the Registrars. No request for dematerialization of shares was pending as on 31st March, 2016.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Terms of reference

The Company has constituted a Corporate Social Responsibility (CSR) Committee as required under Section 135 of the Companies Act, 2013. The terms of reference of the Committee are as follows:

- Formulate and recommend to the Board, a CSR Policy indicating the activity or activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- Recommend the amount to be spent on the CSR activities.
- Monitor the Company's CSR Policy periodically.
- Oversee the Company's conduct with regard to its Corporate and societal obligations and its reputation as a responsible corporate citizen.
- Oversee activities impacting the quality of life of various stakeholders.
- Monitor the CSR Policy and expenditure of material subsidiaries.
- Attend to such other matters and functions as may be prescribed from time to time.

The Board has adopted the CSR Policy as formulated and recommended by the Committee. The same is displayed on the website of the Company. The Annual Report on CSR activities for the year 2015-16 forms a part of the Board's Report.

Composition and Attendance during the year

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

Name of the Member	Category	No. of Meetings attended during 2015-16
Mr. Bharat Vasani, Chairman	Non-Independent, Non-Executive	2
Dr. Y. S. P. Thorat, Member	Independent, Non-Executive	2
Mr. V. Shankar, Member	Non-Independent, Executive	2

The Committee met twice during the year, on 30th June, 2015 and 4th March, 2016.

7. EXECUTIVE COMMITTEE OF THE BOARD

The Executive Committee of the Board is responsible for reviewing, before presentation to the full Board, items such as Business and strategy review, long-term financial projections and cash flows, capital and revenue budgets, acquisitions, divestments and business restructuring proposals. The Committee is also responsible for advising the management on development of business plans and future strategies for the Company.

The composition of the Executive Committee of the Board and the details of the Meetings attended by the Directors during the year are given below:

Name of the Member	Category	No. of Meetings attended during 2015-16
Mr. R. Gopalakrishnan, Chairman (upto 24.12.2015)	Non-Independent, Non-Executive	1
Mr. Bhaskar Bhat, Chairman (w.e.f. 18.01.2016)	Non-Independent, Non-Executive	1
Mr. E. A. Kshirsagar, Member	Independent, Non-Executive	2
Mr. R. Mukundan, Member	Non-Independent, Non-Executive	2
Dr. (Mrs.) Punita Kumar-Sinha, Member	Independent, Non-Executive	2
Mr. V. Shankar, Member	Non-Independent, Executive	2

The Executive Committee of the Board met twice during the year, on 24th September, 2015 and 27th February, 2016. The Chief Financial Officer is a permanent invitee to the Committee.

8. PROPERTY COMMITTEE

The Property Committee has been constituted to advice the management on unlocking the value of the surplus assets of the Company.

The composition of the Property Committee and the details of the Meetings attended by the Directors during the year are given below:

Name of the Member	Category	No. of Meetings attended during 2015-16
Mr. B. D. Banerjee, Chairman	Independent, Non-Executive	4
Mr. E. A. Kshirsagar, Member	Independent, Non-Executive	4
Mr. Prakash R. Rastogi, Member	Independent, Non-Executive	3
Mr. Bharat Vasani, Member	Non-Independent, Non-Executive	4

The Property Committee met four times during the year, on 15th May, 2015; 29th June, 2015; 10th September, 2015 and 5th February, 2016.

9. SUBSIDIARY COMPANIES

During the year, the Company did not have any unlisted material subsidiary incorporated in India and was therefore, not required to have an Independent Director of the Company on the Board of such subsidiary. Material subsidiary is defined under Regulation 16 (1) (c) of the Listing Regulations to mean a subsidiary, whose income or net worth exceeds 20% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. The Company's subsidiary, Metahelix Life Sciences Ltd., however, has appointed two Independent Directors, including a woman Director on its Board, as required under the provisions of the Companies Act, 2013.

The Company's Audit Committee reviews the consolidated financial statements of the Company as well as the financial statements of the subsidiaries, including the investments made by the subsidiaries. The minutes of the Board Meetings, along with a report of the significant transactions and arrangements of the unlisted subsidiaries of the Company are periodically placed before the Board of Directors of the Company.

The Company has formulated a policy for determining material subsidiaries and the Policy is disclosed on the Company's website.

10. GENERAL BODY MEETINGS

Location, date and time of Annual General Meetings held during the last 3 years and special resolutions passed:

Day, Date and Time	Location	Special Resolutions
Monday, 29th June, 2015 at 3.00 pm	Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020.	There was no matter that required passing of Special Resolution.
Monday, 30th June, 2014 at 3.00 pm	Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020.	1) Approval of borrowing limits of the Company. 2) Creation of Charge on the assets of the Company.
Monday, 24th June, 2013 at 4.00 pm	Auditorium, Yashwant Rao Chavan Pratishthan, Chavan Centre, General Jagannath Bhosale Marg, Mumbai 400 021.	Payment of Commission to Non-Executive Directors.

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All resolutions moved at the last Annual General Meeting were passed by the requisite majority of shareholders.

No Extra-ordinary General Meeting of the shareholders was held during the year. During the year under review, no resolution was put through by Postal Ballot.

11. DISCLOSURES

a) There are no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large. The Company has formulated a Related Party Transactions Policy and the same is displayed on the Company's website at the following weblink: http://www.rallis.co.in/Related_Party_TransactionsPolicy.htm

b) During the year, there were no materially significant related party transactions, i.e. transactions of the Company of material nature with its promoters, their subsidiaries, the Directors or the management or relatives, etc. that may have potential conflict with the interests of the Company at large. Declarations have been received from the senior management personnel to this effect.

c) The Company has adopted a Policy on Material Subsidiaries and the same is displayed on the Company's website at the following weblink: http://www.rallis.co.in/Material_SubsidiariesPolicy.htm

d) The Company has complied with the requirements of the Stock Exchanges/ SEBI and statutory authorities on all matters related to the capital markets during the last three years. No penalty or strictures were imposed on the Company by these authorities.

e) The Managing Director & CEO and the Chief Financial Officer have certified to the Board in accordance with Part B of Schedule II to the Listing Regulations pertaining to CEO/ CFO certification for the Financial Year ended 31st March, 2016.

f) The Company has a well defined risk management framework in place. The Company periodically places before the Audit Committee and the Board, the key risks and the risk assessment and mitigation procedures followed by the Company.

g) The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

h) The Company has prepared the Financial Statements in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

i) The Company has complied with all the mandatory and non mandatory requirements of the Listing Regulations relating to Corporate Governance and also complied with Clauses (b) to (i) of Regulation 46 (2) relating to the dissemination of information on the website of the Company. The status of compliance with the non-mandatory requirements listed in Part E of Schedule II of the Listing Regulations, is as under:

   - The Non-Executive Chairman maintains a separate office, for which the Company is not required to reimburse expenses.
   - Half yearly financial performance of the Company is sent to all shareholders.
   - The financial statements of the Company are with unmodified audit opinion.

- The Chairman of the Board is a Non-Executive Director and his position is separate from that of the Managing Director & CEO.
- The Internal Auditor reports to the Audit Committee.

12. MEANS OF COMMUNICATION

i) The quarterly and the half yearly results, published in the format prescribed by the Listing Regulations read with the Circular issued there under, are approved and taken on record by the Board of Directors of the Company within one month of the close of the relevant quarter. The approved results are forthwith uploaded on the designated portals of the Stock Exchanges where the Company's shares are listed viz., NSE Electronic Application Processing System (NEAPS) of the National Stock Exchange of India Ltd. (NSE) and BSE Online Portal of BSE Ltd. (BSE). The results are also published within 48 hours in Hindu Business Line (in English) and Mumbai Lakshadweep (in Marathi) and also displayed on the Company's website, www.rallis.co.in.

ii) The Company publishes the audited annual results within the stipulated period of sixty days from the close of the financial year as required by the Listing Regulations. The annual audited results are also uploaded on NEAPS and BSE Online Portal of NSE and BSE respectively, published in the newspapers and displayed on the Company's website.

iii) Official news releases and presentations made to Institutional Investors and Analysts are uploaded on NEAPS and BSE Online Portal of NSE and BSE respectively and posted on the Company's website.

iv) Comprehensive information about the Company, its business and operations and press releases can be viewed on the Company's website. The "Investor Relations" section on the website gives information relating to financial results, annual reports, shareholding pattern and presentations made to analysts and at Annual General Meetings. Information about unclaimed dividends is also available in this section, under the head "Amounts pending transfer to IEPF".

Members also have the facility of raising their queries/ complaints through the Shareholder Query Form available under "Investor Information" in the "Investor Relations" section of the website.

v) The quarterly Shareholding Pattern and Corporate Governance Report of the Company are filed with NSE through NEAPS and with BSE through BSE Online Portal. They are also displayed on the Company's website under the "Investor Relations" section.

vi) Material events or information, as detailed in Regulation 30 of the Listing Regulations, are disclosed to the Stock Exchanges by filing them with NSE through NEAPS and with BSE through BSE Online Portal. They are also displayed on the Company's website under the "Investor Relations" section.

vii) The Company sends an annual reminder to shareholders who have not claimed their dividends. Circulars are also sent periodically to shareholders urging them to opt for the electronic mode for receiving dividends.

viii) Management Discussion and Analysis Report forms a part of the Annual Report.

13. GENERAL SHAREHOLDER INFORMATION

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

Annual General Meeting date, time and venue:

Friday, 24th June, 2016 at 3.00 pm at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020.

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As required under Regulation 36 (3) of the Listing Regulations, particulars of the Directors seeking re-appointment/ appointment are given in the Explanatory Statement to the Notice of the Annual General Meeting to be held on 24th June, 2016.

Financial Calendar : April to March

Date of book closure: 14th June, 2016 to 24th June, 2016 (both days inclusive)

Dividend payment date: 28th June, 2016

Listing on Stock Exchanges: The Company's Equity Shares are listed on the following Stock Exchanges:

BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400 001	The National Stock Exchange of India Ltd. Exchange Plaza 5th Floor Plot No.C/1 G Block Bandra-Kurla Complex Bandra (E) Mumbai 400 051

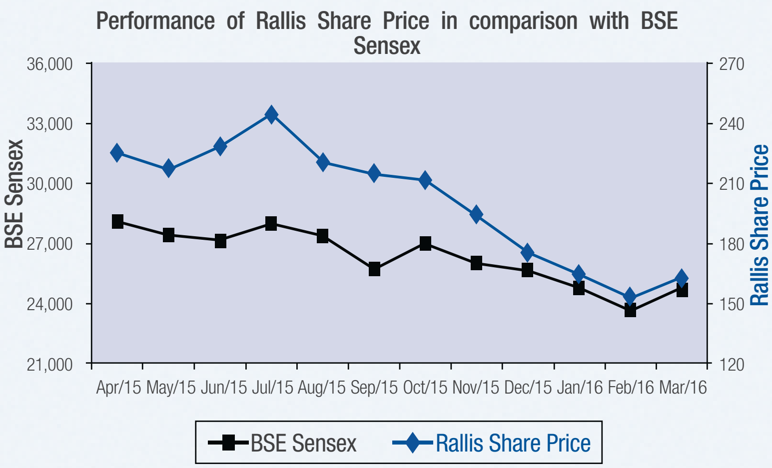
The Company has paid the listing fees to these Stock Exchanges for the year 2015-16.

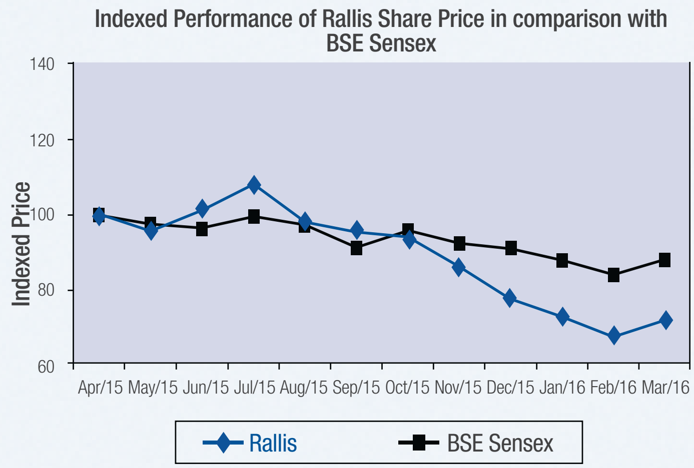
Stock Code on BSE Ltd.	:	500355
Stock Code on the National Stock Exchange of India Ltd.	:	RALLIS EQ
Demat International Security Identification Number (ISIN) in NSDL and CDSL for Equity Shares	:	INE613A01020

Market Information:

Market price data: High/ low, Number and Value of shares traded during each month in the last financial year:

Month	BSE Ltd.					The National Stock Exchange of India Ltd.				
	High (₹)	Low (₹)	No. of Shares Traded	Value of Shares Traded (₹ Lakhs)	No. of Trades	High (₹)	Low (₹)	No. of Shares Traded	Value of Shares Traded (₹ Lakhs)	No. of Trades
April 2015	239.00	208.60	6,22,772	1,410.25	29,499	239.70	208.20	42,24,619	9,524.07	76,040
May 2015	235.00	207.60	6,82,453	1,503.13	15,907	235.00	207.05	43,99,387	9,599.29	83,377
June 2015	255.00	213.00	9,28,130	2,189.72	21,902	255.00	212.60	51,91,519	12,164.26	96,255
July 2015	273.80	214.60	18,91,598	4,673.84	37,099	273.70	214.65	78,22,241	19,142.38	1,46,008
August 2015	233.90	201.00	18,52,610	4,023.58	20,366	234.40	203.15	50,86,741	11,281.00	1,01,160
September 2015	229.80	200.00	4,91,163	1,056.62	11,637	230.00	202.50	29,45,102	6,342.89	73,333
October 2015	222.00	201.20	3,81,548	812.31	8,706	222.85	200.70	39,58,256	8,424.14	67,666
November 2015	207.00	184.95	17,74,605	3,481.23	10,310	207.55	184.80	21,22,727	4,118.68	60,856
December 2015	191.00	163.15	86,66,982	14,888.50	25,107	190.80	162.50	64,11,499	11,344.62	1,09,048
January 2016	181.95	142.00	5,56,669	902.39	12,932	181.90	142.00	40,55,385	6,469.48	73,359
February 2016	172.30	143.00	8,64,375	1,305.28	9,739	171.90	142.60	43,09,773	6,511.37	59,139
March 2016	178.00	147.70	14,77,969	2,480.38	15,328	178.90	146.05	60,91,963	9,711.42	1,05,683





Share Registrars and Transfer Agents:

TSR DARASHAW LTD.
6-10 Haji Moosa Patrawala Industrial Estate,
20 Dr. E. Moses Road,
Mahalaxmi, Mumbai 400 011.

Tel. No.: 91 22 6656 8484
Fax No.: 91 22 6656 8494
E-mail: csg-unit@tsrdarashaw.com
Website: www.tsrdarashaw.com
Business Hours: 10.00 a.m. to 3.30 p.m. (Monday to Friday)

For the convenience of shareholders based in the following cities, transfer documents and letters will also be accepted at the following Branch Offices/ agencies of TSR Darashaw Ltd. (TSRDL):

Branches of TSRDL

TSR Darashaw Ltd.,
503, Barton Centre, (5th Floor),
84, Mahatma Gandhi Road,
Bengaluru 560 001.
Tel.: 91 80 2532 0321
Fax: 91 80 2558 0019
Email: tsrdlbang@tsrdarashaw.com

TSR Darashaw Ltd.,
Tata Centre, 1st Floor,
43, J. L. Nehru Road,
Kolkata 700 071.
Tel.: 91 33 2288 3087
Fax: 91 33 2288 3062
Email: tsrdlcal@tsrdarashaw.com

TSR Darashaw Ltd.,
2/42, Ansari Road,
1st Floor, Daryaganj, Sant Vihar,
New Delhi 110 002.
Tel.: 91 11 2327 1805
Fax: 91 11 2327 1802
Email: tsrdldel@tsrdarashaw.com

TSR Darashaw Ltd.,
"E" Road,
Northern Town, Bistupur,
Jamshedpur 831 001.
Tel.: 91 657 242 6616
Fax: 91 657 242 6937
Email: tsrdljsr@tsrdarashaw.com

Agent of TSRDL

Shah Consultancy Services Ltd.,
3, Sumatinath Complex, 2nd Dhal,
Pritam Nagar, Ellisbridge,
Ahmedabad 380 006.
Telefax: 91 79 2657 6038
Email: shahconsultancy8154@gmail.com

Share Transfer System:

Documents for transfer of shares in physical form can be lodged with TSR Darashaw Ltd. at its registered address or at any of the above mentioned branch offices or at the office of the Agent of TSRDL. The transfers are normally processed within 10-12 days from the date of receipt, if the documents are complete in all respects.

Secretarial Audit

- Parikh & Associates, Practicing Company Secretaries have conducted the Secretarial Audit of the Company for the year 2015-16. Their Audit Report confirms that the Company has complied with the applicable provisions of the Companies Act, 2013 and the Rules made there under, Listing Agreements with the Stock Exchanges, Listing Regulations, applicable SEBI Regulations and other laws applicable to the Company. The Secretarial Audit Report forms part of the Board's Report.
- Pursuant to Regulation 40 (9) of the Listing Regulations, certificates have been issued on a half-yearly basis, by a Company Secretary in practice, certifying due compliance of share transfer formalities by the Company.
- A Company Secretary in practice carries out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the total issued and listed capital. The audit confirms that the total issued/ paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

Distribution of shareholding as on 31st March, 2016:

Holding of Nominal Value: ₹ 1/-

Sr. No.	Range	Holding	Amount (₹)	% to Capital	No. of Holders	% to Total Holders
1	1 to 500	34,78,551	34,78,551.00	1.79	29,095	82.05
2	501 to 1000	22,64,250	22,64,250.00	1.17	2,948	8.31
3	1001 to 2000	23,71,785	23,71,785.00	1.22	1,578	4.45
4	2001 to 3000	15,21,703	15,21,703.00	0.78	583	1.64
5	3001 to 4000	9,75,447	9,75,447.00	0.50	271	0.77
6	4001 to 5000	9,80,665	9,80,665.00	0.50	210	0.59
7	5001 to 10000	28,08,686	28,08,686.00	1.44	383	1.08
8	Greater than 10000	18,00,67,803	18,00,67,803.00	92.60	393	1.11
Total		**19,44,68,890**	**19,44,68,890**	**100.00**	**35,461**	**100.00**

Shareholding pattern as on 31st March, 2016:

Sr. No.	Category of Shareholders	Total Holding	Percentage
1	Tata Companies	9,74,16,610	50.09
2	Government/ Other Public Financial Institutions and Insurance Companies	35,36,050	1.82
3	Foreign Institutional Investors and Foreign Companies	1,47,13,889	7.57
4	Non Resident Individuals	13,21,679	0.68
5	Other Bodies Corporate and Trusts	1,43,96,447	7.40
6	Nationalized Banks and Mutual Funds	2,08,99,008	10.75
7	Foreign Banks and Other Banks	1,19,299	0.06
8	Individuals	4,20,65,908	21.63
Total		**19,44,68,890**	**100.00**

Dematerialization of shares and liquidity:

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the depositories, viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

Percentage of shares held in physical and dematerialized form as on 31st March, 2016:

Physical form	:	1.39%
Electronic form with NSDL	:	94.32%
Electronic form with CDSL	:	4.29%

The Company's shares are regularly traded on BSE Ltd. and the National Stock Exchange of India Ltd. in the electronic form.

Outstanding ADRs/ GDRs/ Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company does not have any outstanding ADRs/ GDRs/ Warrants or any convertible instruments.

Commodity price risk or foreign exchange risk and hedging activities:

During the year, the Company has managed foreign exchange risk and hedged to the extent considered necessary. Net open exposures are reviewed regularly and covered through forward contracts and Packing Credits in Foreign Currency. The details of foreign currency exposure are disclosed in Note No. 37 to the Standalone Financial Statements.

Plant locations:

(i) GIDC Estate, Plot No.3301, Ankleshwar 393 002, Dist. Bharuch, Gujarat.

(ii) GIDC Estate, Plot No.2808, Ankleshwar 393 002, Dist. Bharuch, Gujarat.

(iii) GIDC Estate, Plot No.3000, Ankleshwar 393 002, Dist. Bharuch, Gujarat.

(iv) C 5/6, MIDC Industrial Area, Phase III, Shivani, Akola 444 104, Maharashtra.

(v) Plot No.D-26, Lote Parashuram, MIDC, Near Hotel Vakratunda, Taluka Khed, Dist. Ratnagiri 415 722, Maharashtra.

(vi) Plot Nos. Z/ 110 and Z/112, Dahej SEZ Part - II, P.O. Lakhigam, Taluka Vagra, Dist. Bharuch 392 130, Gujarat.

Investor correspondence address:

Rallis India Ltd.
Secretarial Department
2nd Floor Sharda Terraces
Plot No. 65 Sector No. 11
CBD Belapur Navi Mumbai 400 614

OR

TSR Darashaw Ltd.
Unit: Rallis India Ltd.
6-10 Haji Moosa Patrawala Industrial Estate
20 Dr. E. Moses Road
Mahalaxmi Mumbai 400 011.

Rallis India Limited

To,
The Members of Rallis India Limited

Declaration by the Managing Director under Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, V. Shankar, Managing Director & CEO of Rallis India Limited hereby declare that all the members of the Board of Directors and senior management personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended 31st March, 2016.

V. Shankar
Managing Director & CEO

Mumbai, 26th April, 2016

INDEPENDENT AUDITOR'S CERTIFICATE

TO THE MEMBERS OF
RALLIS INDIA LIMITED

We have examined the compliance of conditions of Corporate Governance by **RALLIS INDIA LIMITED** ("the Company"), for the year ended on March 31, 2016 as stipulated in:

- Clause 49 (excluding clause 49(VII)(E)) of the Listing Agreements of the Company with stock exchange(s) for the period from April 01, 2015 to November 30, 2015.
- Clause 49(VII)(E) of the Listing Agreements of the Company with the stock exchange(s) for the period from April 01, 2015 to September 01, 2015.
- Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) for the period from September 02, 2015 to March 31, 2016 and
- Regulations 17 to 27 (excluding regulation 23(4)) and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the period from December 01, 2015 to March 31, 2016.

1. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

2. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.

3. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2016.

4. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For DELOITTE HASKINS AND SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/ W-100018)

Sanjiv V. Pilgaonkar
Partner
(Membership No.39826)

MUMBAI, 26th April, 2016

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF RALLIS INDIA LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of RALLIS INDIA LIMITED (the "Company"), which comprise the Balance Sheet as at 31 March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the "Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act, as applicable.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order under section 143 (11) of the Act.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2016, and its profit and its cash flows for the year ended on that date.

Rallis India Limited

Report on Other Legal and Regulatory Requirements

1. **As required by Section 143 (3) of the Act, we report that:**

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

    c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

    d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards prescribed under section 133 of the Act, as applicable.

    e) On the basis of the written representations received from the directors as on 31 March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

    f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

    g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

        i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements;

        ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

        iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company except in cases wherein disputes relating to the ownership of the underlying shares have remained unresolved.

2. As required by the Companies (Auditor's Report) Order, 2016 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Sanjiv V. Pilgaonkar
Partner
(Membership No.039826)

Place: Mumbai
Date: 26 April, 2016

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls over financial reporting of RALLIS INDIA LIMITED (the "Company") as of 31 March, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Rallis India Limited

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Sanjiv V. Pilgaonkar
Partner
(Membership No.039826)

Place: Mumbai
Date: 26 April, 2016

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets were physically verified during the year by the Management in accordance with a regular program of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed/ transfer deed/ conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings are held in the name of the Company as at the balance sheet date, except the following:

Land/ Building	Number of cases	Leasehold/ Freehold	Gross Block ₹ in lac	Net Block ₹ in lac	Remarks
Building	12	Freehold	2.83	1.00	The original agreements were not available for verification.
Land	5	Leasehold	4,506.66	4,122.21	1. In 3 cases, the original agreements were not available for verification. 2. In 2 cases while the plots have been allotted and are in the possession of the Company, the lease deeds have not yet been executed by lessors.

(ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.

(iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

(iv) The Company has not granted any loans, made investments or provide guarantees and hence reporting under clause (iv) of the CARO 2016 is not applicable.

(v) According to the information and explanations given to us, the Company has not accepted any deposit during the year. In respect of unclaimed deposits, the Company has complied with the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, as amended, with regard to the deposits accepted. According to the information and explanations given to us, no order under aforesaid section has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal in this regard in respect of the respective entities.

Rallis India Limited

(vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013 for fertilizers, insecticides and polymers. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, *prima facie*, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues applicable to it to the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.

(c) Details of dues of Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, and Value Added Tax which have not been deposited as on 31 March 2016 on account of disputes are given below:

Name of Statute	Nature of dues	Forum where dispute is pending	Period to which the Amount Relates	Amount involved (₹ in lac)
Sales Tax/VAT Laws	Sales Tax/VAT (including interest and payment)	Joint Commissioner(Appeals)	2000-01, 2001-02, 2005-06 to 2014-15	529.92
		Additional Commissioner	1990-91, 2000-01, 2001-02, 2006-07 to 2013-14	275.37
		Deputy Commissioner	1983-84, 1992-93, 1994-95, 1996-97 to 2001-02, 2003-04 to 2011-12	494.94
		Assistant Commissioner	1993-94, 1998-99, 1999-00, 2001-02, 2003-04, 2004-05, 2007-08 to 2009-10	61.33
		Tribunal	1992-93, 1996-97 to 1999-2000, 2001-02, 2003-04, 2011-12, 2015-16	429.79
		Commercial Tax Officer	1990-91, 1996-97, 1997-98, 2001-02, 2002-03	28.16
Finance Act, 1994	Service Tax	Assistant Commissioner	2007-08, 2010-11	7.35
		Superintendent of Excise and Custom	2007-08 to 2014-15	176.35
		Joint Commissioner	2005-06 to 2009-10	10.23
		Tribunal	2007-08	1.33
Customs Act, 1962	Custom Duty	High Court	1999-00	144.10
Central Excise Act, 1994	Excise Duty (including penalty and interest)	Additional Commissioner	2005-06	26.61
		Joint Commissioner (Appeals)	1999-2001	62.80
		Deputy Commissioner	1999-00, 2001-02, 2011-15	38.08
		Tribunal	1986-87, 1990-91, 1996 - 97 to 2001-02	589.40
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeals)	2009-10, 2012-13, 2013-14	490.51

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks and government. The Company has not obtained any loan from financial institutions and debenture holders.

(ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). The money raised by way of term loans have been applied by the Company during the year for the purposes for which they were raised.

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of CARO 2016 is not applicable to the Company.

(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

(xvi) The Company is not required to be registered under section 45-I of the Reserve Bank of India Act, 1934.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Sanjiv V. Pilgaonkar
Partner
(Membership No.039826)

Place: Mumbai
Date: 26 April, 2016

Rallis India Limited

BALANCE SHEET AS AT 31 MARCH, 2016

₹ lac

	Note No.	As at 31 March, 2016	*As at 31 March, 2015*
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	1,944.71	*1,944.71*
Reserves and surplus	3	84,601.33	*77,850.81*
		86,546.04	*79,795.52*
Non-current liabilities			
Long-term borrowings	4	2,107.13	*1,944.57*
Deferred tax liabilities (Net)	29	3,876.89	*3,565.95*
Long-term provisions	5	1,663.19	*1,804.64*
		7,647.21	*7,315.16*
Current liabilities			
Short-term borrowings	6	208.37	*4,277.07*
Trade payables	38 & 40	19,144.05	*20,524.33*
(includes dues of micro and small enterprises of ₹ 433.73 lac (*Previous year ₹ 701.50 lac*))			
Other current liabilities	7	5,704.25	*5,524.50*
Short-term provisions	8	7,281.22	*5,799.83*
		32,337.89	*36,125.73*
Total		126,531.14	*123,236.41*
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	9	38,163.01	*35,980.73*
Intangible assets	9	929.76	*1,303.78*
Capital work-in-progress		1,303.51	*771.99*
Intangible assets under development		1,092.25	*665.86*
		41,488.53	*38,722.36*
Non-current investments	10	30,496.47	*23,161.52*
Long-term loans and advances	11	9,293.31	*10,187.13*
		81,278.31	*72,071.01*
Current assets			
Inventories	12	25,750.10	*27,659.27*
Trade receivables	13	15,823.39	*20,646.39*
Cash and bank balance	14	597.20	*509.14*
Short-term loans and advances	15	2,674.63	*2,209.68*
Other current assets	16	407.51	*140.92*
		45,252.83	*51,165.40*
Total		126,531.14	*123,236.41*
Significant accounting policies	1		

Notes referred to above form an integral part of the Balance Sheet and should be read in conjunction therewith.

In terms of our report attached

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
Sanjiv V. Pilgaonkar
Partner

Mumbai, 26 April, 2016

For and on behalf of the Board of Directors

B. D. BANERJEE
E. A. KSHIRSAGAR
PRAKASH R. RASTOGI
BHARAT VASANI *Directors*
R. MUKUNDAN
Y. S. P. THORAT
PUNITA KUMAR-SINHA

BHASKAR BHAT *Chairman*
V. SHANKAR *Managing Director & Chief Executive Officer*
ASHISH MEHTA *Chief Financial Officer*
P. S. MEHERHOMJI *Company Secretary*

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2016

₹ lac

	Note No.	For the year ended 31 March, 2016	For the year ended 31 March, 2015
Revenue from operations (gross)	17	**140,430.97**	*161,490.12*
Less : Excise Duty		**9,867.97**	*10,368.97*
Revenue from Operations (net) (I)		**130,563.00**	*151,121.15*
Expenses:			
Cost of materials consumed	19	**61,816.68**	*73,831.94*
Purchases of traded goods	20	**12,129.97**	*17,758.48*
Changes in inventories of finished goods, work-in-progress and stock-in-trade	21	**(388.60)**	*(3,137.49)*
Employee benefits expense	22	**10,203.42**	*10,353.55*
Other expenses	23	**26,063.97**	*26,973.63*
Total expenses (II)		**109,825.44**	*125,780.11*
Earnings before interest, tax, depreciation and amortisation (I-II)		**20,737.56**	*25,341.04*
Finance costs	24	**791.62**	*478.64*
Depreciation and amortisation expense	9	**3,881.13**	*4,458.82*
Other income	18	**432.89**	*171.71*
Profit before tax		**16,497.70**	*20,575.29*
Tax expense:			
a. Current tax		**3,713.79**	*5,817.17*
b. Excess provision for tax relating to earlier years		**(129.00)**	*(170.45)*
c. Net current tax expense		**3,584.79**	*5,646.72*
d. Deferred tax		**310.94**	*386.86*
Net tax expenses		**3,895.73**	*6,033.58*
Profit for the year		**12,601.97**	*14,541.71*
Earnings per equity share (of ₹ 1 each) :	36		
(1) Basic		**6.48**	*7.48*
(2) Diluted		**6.48**	*7.48*
Significant accounting policies	1		

Notes referred to above form an integral part of the Statement of Profit and Loss and should be read in conjunction therewith.
In terms of our report attached

For and on behalf of the Board of Directors

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
Sanjiv V. Pilgaonkar
Partner

Mumbai, 26 April, 2016

B. D. BANERJEE
E. A. KSHIRSAGAR
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V. SHANKAR *Managing Director & Chief Executive Officer*

ASHISH MEHTA *Chief Financial Officer*

P. S. MEHERHOMJI *Company Secretary*

Rallis India Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2016

₹ lac

		For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
A	CASH FLOW FROM OPERATING ACTIVITIES:		
	Profit before tax	16,497.70	*20,575.29*
	Adjustments for :		
	Depreciation and amortisation expense	3,881.13	*4,458.82*
	Finance cost	791.62	*478.64*
	Interest income	(70.86)	*(30.09)*
	Dividend Income	(24.11)	*(3.76)*
	Credit balances written back	(206.44)	*(170.48)*
	Provision for Doubtful Debts/Advances	134.34	*48.46*
	Provision / (reversal) for supplemental payments on retirement	(31.89)	*202.83*
	Provision / (reversal) for gratuity	(93.44)	*226.30*
	Provision for compensated absences	73.22	*110.92*
	Unrealised foreign exchange translation loss/(gain)	68.34	*242.30*
	Profit on sale of assets (net) (includes assets written-off)	(3.40)	*(18.67)*
	Operating Profit before Working Capital Changes	21,016.21	*26,120.56*
	Adjustments for :		
	Trade payables and other liabilities	(1,332.51)	*(3,193.76)*
	Trade receivables and other assets	4,306.92	*(6,552.26)*
	Inventories	1,909.17	*(3,808.81)*
	Long term loans and advances	(97.80)	*(282.44)*
	Short term loans and advances	(483.02)	*178.78*
	CASH GENERATED FROM OPERATIONS	25,318.97	*12,462.07*
	Taxes paid (Net of Refund and interest on refund received)	(3,501.92)	*(6,080.63)*
	NET CASH FROM OPERATING ACTIVITIES (A)	21,817.05	*6,381.44*
B	CASH FLOW FROM INVESTING ACTIVITIES:		
	Capital expenditure on fixed assets, including capital advances	(6,295.71)	*(4,682.43)*
	Proceeds from sale of fixed assets	37.57	*1,739.01*
	Purchase of current investments	(8,522.76)	*(2,201.68)*
	Purchase of non-current investments in subsidiaries	(7,334.95)	*(1,283.45)*
	Proceeds from sale of current investments	8,522.76	*2,201.68*
	Dividend received	24.11	*3.76*
	Interest received	67.25	*33.15*
	Investments in Bank Deposits (original maturity of more than 3 months but due within 12 months from the balance sheet date) (net)	77.21	*(9.01)*
	NET CASH (USED) IN INVESTING ACTIVITIES (B)	(13,424.52)	*(4,198.97)*

CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2016

₹ lac

		For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
C	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Proceeds from long-term borrowings	**1,500.00**	*1,000.00*
	Repayment of long-term borrowings (including current maturities)	**(1,374.24)**	*(80.48)*
	Proceeds / (Repayment) of short-term borrowings (net)	**(4,068.70)**	*2,635.11*
	Dividends paid on Equity Shares (including dividend distribution tax)	**(3,497.77)**	*(5,502.99)*
	Finance Costs	**(789.05)**	*(458.14)*
	NET CASH (USED) IN FINANCING ACTIVITIES (C)	**(8,229.76)**	*(2,406.50)*
	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A) + (B) + (C)	**162.77**	*(224.03)*
	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		
	Cash in Hand	**2.65**	*2.41*
	Balances with Scheduled Banks on Current Account and Deposit Account	**96.64**	*320.91*
		99.29	*323.32*
	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		
	Cash in Hand	**2.73**	*2.65*
	Balances with Scheduled Banks on Current Account and Deposit Account	**259.33**	*96.64*
		262.06	*99.29*
	Footnote:		
	Reconciliation of cash and cash equivalent with balance sheet		
	Cash and Cash Equivalents as above	**262.06**	*99.29*
	Restricted Bank Balances	**134.82**	*132.32*
	Balances with scheduled banks:		
	On Fixed Deposit as Margin Money against Bank Guarantees	**148.57**	*208.54*
	In other deposit accounts - original maturity more than 3 months	**51.75**	*68.99*
	CASH AND BANK BALANCE AS PER NOTE 14	**597.20**	*509.14*

Notes referred to above form an integral part of the Cash Flow Statement and should be read in conjunction therewith.

In terms of our report attached

For and on behalf of the Board of Directors

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
Sanjiv V. Pilgaonkar
Partner

Mumbai, 26 April, 2016

B. D. BANERJEE
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BHASKAR BHAT — *Chairman*

V. SHANKAR — *Managing Director & Chief Executive Officer*

ASHISH MEHTA — *Chief Financial Officer*

P. S. MEHERHOMJI — *Company Secretary*

Rallis India Limited

Notes forming part of financial statements for the year ended 31 March 2016

Corporate Information:

Rallis India Limited (the "Company") is an Indian public limited company, incorporated on 23 August, 1948, which is a subsidiary of Tata Chemicals Limited. It has been engaged primarily in the business of manufacture and marketing of Agri Inputs. The Company has its manufacturing facilities in India and sells both in India and across the globe. The Company is listed on the Bombay Stock Exchange ("BSE") and the National Stock Exchange ("NSE").

1. Significant Accounting Policies: -

(a) Basis of Accounting

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India ("Indian GAAP") to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. The Company's activities in its business segments have operating cycles which do not exceed 12 months. As a result, current assets comprise elements that are expected to be realised within 12 months after the reporting date and current liabilities comprise elements that are due for settlement within 12 months after the reporting date.

(b) Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

(c) Fixed Assets and Depreciation / Amortisation

(i) **Tangible fixed assets and depreciation**

Tangible fixed assets acquired by the Company are reported at acquisition cost, with deductions for accumulated depreciation and impairment losses, if any.

The acquisition cost includes the purchase price (excluding refundable taxes) and expenses directly attributable to bring the asset to the location and condition for its intended use. Examples of directly attributable expenses included in the acquisition cost are delivery and handling costs, installation, legal services and consultancy services.

Where the construction or development of any such asset requiring a substantial period of time to set up for its intended use, is funded by borrowings, the corresponding borrowing costs are capitalised up to the date when the asset is ready for its intended use.

Depreciation has been provided as per Section 123 of the 2013 Act on a straight line method basis ("SLM") over the estimated useful lives. Management believes based on a technical evaluation (which is based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.) that the revised useful lives of the assets reflect the periods over which these assets are expected to be used, which are as follows:

Asset	Revised useful life
Buildings, Factory Buildings ,etc.	3 years to 60 years
Computers and Data Processing Units	3 years to 10 years
Electrical Installations and Equipments	10 years to 15 years
Laboratory Equipments	10 years to 15 years
Office Equipments	3 years to 10 years
Furniture and Fixtures	3 years to 10 years
Vehicles	8 years
General Plant & Machinery	2 years to 30 years

Leasehold land is amortised over the duration of the lease.

(ii) **Intangible assets and amortisation**

Intangible assets other than goodwill are valued at cost less amortisation and impairment losses, if any. These generally comprise of costs incurred to acquire computer software licenses and implement the software for internal use (including software coding, installation, testing and certain data conversion) as well as costs incurred for obtaining approvals from registration authorities of products having proven technical feasibility.

Research costs are charged to the statement of Profit and Loss as they are occurred.

Costs incurred for applying research results or other knowledge to develop new products, are capitalised to the extent that these products or registrations are expected to generate future financial benefits. Other development costs are expensed as and when they arise.

Goodwill comprises the portion of purchase price for an acquisition that exceeds the market value of the identifiable assets, with deductions for liabilities, calculated on the date of acquisition, on the Company's share in the acquired company's assets.

Intangible assets are reported at acquisition value with deductions for accumulated amortisation and impairment losses, if any.

Amortisation is provided on a straight line basis over the asset's anticipated useful life. The useful life is determined based on the period of the underlying contract or the period of time over which the intangible asset is expected to be used, whichever is lower and generally does not exceed 10 years. The estimated useful life of the intangible asset and the amortisation period are reviewed at the end of each financial year and amortisation period is revised to reflect the change in pattern if any.

An impairment test of intangible assets is conducted annually or more often if there is an indication of a decrease in value. The impairment loss, if any, is reported in the Statement of Profit and Loss.

(d) Impairment of assets

The carrying values of assets of the Company's cash-generating units are reviewed for impairment annually or more often if there is an indication of decline in value. If any indication of such impairment exists, the recoverable amounts of those assets are estimated and impairment loss is recognised, if the carrying amount of those assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and the value in use of those assets. Value in use is arrived at by discounting the estimated future cash flows to their present value based on an appropriate discount factor.

Rallis India Limited

(e) Investments

Long term investments are valued at cost, less provision for other than temporary diminution in value, if any. Current investments are carried at lower of cost and fair value.

Investments that are readily realisble and are intended to be held for not more than one year from the date, on which such investments are made, are classified as "Current" investments. All other investments are classified as "Long Term".

(f) Inventory

Inventories are valued at the lower of cost and net realisable value.

In case of raw materials, packing materials, stores and spare parts and traded finished goods, costs are determined in accordance with continuous moving weighted average principle. Costs include purchase price, non-refundable taxes and delivery and handling costs.

Cost of finished goods and work-in-progress are determined using the absorption costing principles. Cost includes cost of materials consumed, labour and a systematic allocation of variable and fixed production overheads. Excise duties at the applicable rates are also included in the cost of finished goods.

Net realisable value is estimated at the expected selling price less estimated completion and selling costs.

(g) Revenue Recognition

Sales include products and services, net of trade discounts and exclude sales tax, state value added tax and service tax.

With regard to sale of products, income is reported when all obligations connected with the transfer of risks and rewards to the buyer have been fulfilled, after the price has been determined and collection of the receivable is reasonably certain.

Income recognition for services takes place as and when the services are performed.

Amounts received from customers specifically towards setting up / expansion of manufacturing facilities, linked to a contractual arrangement for supply of specified quantities of product manufactured from the said facilities at pre-determined prices, are treated as liabilities and recognized as revenue in the Statement of Profit and Loss over the contracted period of supply in proportion to the quantities dispatched.

(h) Interest Income and Borrowing Cost

Interest income is recognised as interest accrued on a time proportion basis taking into account the amount outstanding against the financial asset and the rate applicable provided no significant uncertainty exists as to measurability or collectability.

Borrowing (finance costs) are generally expensed as incurred except where they relate to the financing of construction or development of qualifying assets requiring a substantial period of time to prepare for their intended future use. Ordinarily, the term "substantial period of time" is considered to mean a period of 12 months or more unless a shorter or longer period could be justified on the basis of facts and circumstances of a specific case.

Borrowing costs are capitalised up to the date when the asset is ready for its intended use. The amount of finance costs capitalised (before the effects of income tax) for the period is determined by applying the interest rate applicable to appropriate borrowings outstanding during the period to the average amount of capitalised expenditure for the qualifying assets during the period.

(i) Foreign Currency Transactions

Transactions in foreign currencies are translated to the reporting currency based on the exchange rate on the date of the transaction. Exchange differences arising on settlement thereof during the year are recognised as income or expenses in the Statement of Profit and Loss.

Cash and bank balances, receivables and liabilities (monetary items) in foreign currencies as at the year end are valued at year end rates, and unrealised translation differences are included in the Statement of Profit and Loss.

The Company's forward exchange contracts are not held for trading or speculation. The premium/discount arising on entering into such contract is amortised over the life of such contracts and exchange differences arising on such contracts are recognised in the Statement of Profit and Loss.

(j) Employee Benefits

Short term employee benefits are recognised as an expense at the undiscounted amount expected to be paid over the period of services rendered by the employees to the Company.

The Company has both defined-contribution and defined-benefit plans, of which some have assets in special funds or securities. The plans are financed by the Company and in the case of some defined contribution plans by the Company along with its employees.

The contribution as specified under the law are paid to the Provident Fund set up as irrevocable trust by the Company or to the Regional Provident Fund Commissioner when the corresponding services to which these contributions relate are rendered by employees. The Company is generaly liable for contribution and any shortfall in the fund assets based on the government specified minimum rates of return. Such contributions and shortfall, if any, are recognised in the Statement of Profit and Loss as an expense in the year incurred.

Expenses for gratuity and supplemental payment plans are calculated as at the balance sheet date by independent actuaries using the projected unit credit method in a manner that distributes expenses over the employee's working life. These commitments are valued at the present value of the expected future payments, with consideration for calculated future salary increases, using a discount rate corresponding to the interest rate estimated by the actuary having regard to the interest rate on government bonds with a remaining term that is almost equivalent to the average balance working period of employees.

Compensated absences which accrue to employees and which can be carried to future periods but are expected to be encashed or availed in twelve months immediately following the year end are reported as expenses during the year in which the employees perform the services that the benefit covers and the liabilities are reported at the undiscounted amount of the benefits after deducting amounts already paid. Where there are restrictions on availment or encashment of such accrued benefit or where the availment or encashment is otherwise not expected to wholly occur in the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method.

(k) Taxes on Income

The Company's income taxes include taxes on the Company's taxable profits, adjustment attributable to earlier periods and changes in deferred taxes. Valuation of all tax liabilities / receivables is conducted at nominal amounts and in accordance with enacted tax regulations and tax rates or in the case of deferred taxes, those that have been enacted or substantively enacted.

Deferred tax is calculated to correspond to the tax effect arising when final tax is determined. Deferred tax corresponds to the net effect of tax on all timing differences which occur as a result of items being allowed for income-tax purposes during a period different from when they were recognised in the financial statements.

Rallis India Limited

Deferred tax assets are recognised with regard to all deductible timing differences to the extent that it is probable that taxable profit will be available against which deductible timing differences can be utilised. When the Company carries forward unused tax losses and unabsorbed depreciation, deferred tax assets are recognised only to the extent there is virtual certainty backed by convincing evidence that sufficient future taxable income will be available against which deferred tax assets can be realised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or a part of the aggregate deferred tax asset to be utilised.

(l) Operating Leases

Leases in which significant portion of risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made towards operating lease arrangements are charged to the Statement of Profit and Loss on a straight line basis over the period of lease.

(m) Segment Reporting

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment Revenue, Segment Expenses, Segment Assets and Segment Liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis, have been included under "Unallocated Revenue / Expenses / Assets / Liabilities".

(n) Provisions and Contingencies

A provision is recognised when the Company has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Where these is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where it is either not probable that and outflow of resources will be required to settle or a reliable estimate of the amount can not be made, the obligation is termed as a contingent liability. Contingent liabilities are not recognised but are disclosed in the notes to the financial statements unless the possibility of an outflow of resources embodying economic benefit is remote. A contingent asset is neither recognised nor disclosed.

(o) Cash Flow Statements

Cash-flow statements are prepared in accordance with the "Indirect Method" as explained in the Accounting Standard (AS) 3 - Cash Flow Statements.

(p) Cash and bank balance

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(q) Earnings per Share

Basic Earnings per Share is calculated by dividing the net profit after tax for the year attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

2 Share Capital:

	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares	₹ lac	Number of shares	₹ lac
Authorised				
Equity Shares of ₹ 1 each with voting rights	**500,000,000**	**5,000.00**	*500,000,000*	*5,000.00*
Cumulative Redeemable Preference Shares of ₹ 10 each	**150,000,000**	**15,000.00**	*150,000,000*	*15,000.00*
Issued				
Equity Shares of ₹ 1 each	**194,470,890**	**1,944.71**	*194,470,890*	*1,944.71*
Subscribed and Fully Paid up				
Equity Shares of ₹ 1 each	**194,468,890**	**1,944.69**	*194,468,890*	*1,944.69*
Forfeited Shares				
Equity Shares of ₹ 1 each	**2,000**	**0.02**	*2,000*	*0.02*
Total	**194,470,890**	**1,944.71**	*194,470,890*	*1,944.71*

footnotes:

a. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:

	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares	₹ lac	Number of shares	₹ lac
Issued				
At the beginning of the year	**194,470,890**	**1,944.71**	*194,470,890*	*1,944.71*
Outstanding at the end of the year	**194,470,890**	**1,944.71**	*194,470,890*	*1,944.71*
Subscribed and fully paid up				
At the beginning of the year	194,468,890	1,944.69	*194,468,890*	*1,944.69*
Outstanding at the end of the year	194,468,890	1,944.69	*194,468,890*	*1,944.69*

b. The Company has issued one class of equity shares having a par value of ₹1 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c. Details of shares held by the Holding Company:

Out of total equity shares issued by the Company, shares held by its Holding Company are as below:

	As at 31 March, 2016		As at 31 March, 2015	
Particulars	Number of shares	₹ lac	Number of shares	₹ lac
Tata Chemicals Limited (Holding Company)	**97,341,610**	**973.42**	*97,341,610*	*973.42*

Rallis India Limited

d. Details of shares held by each shareholder holding more than 5% shares in the Company:

Particulars	As at 31 March, 2016		As at 31 March, 2015	
	Number of Shares	% Holding	Number of Shares	% Holding
Tata Chemicals Limited	97,341,610	50.06%	97,341,610	50.06%
Rakesh Jhunjhunwala	20,105,820	10.34%	20,105,820	10.34%
ICICI Prudential Mutual Fund	15,333,781	7.88%	4,433,565	2.28%

e. As per records of the Company as at 31 March, 2016, no calls remain unpaid by the directors and officers of the Company.

3 Reserves and Surplus:

₹ lac

	As at 1 April, 2015	Additions	Utilisation/ Transfer	As at 31 March, 2016	As at 1 April, 2014	Additions	Utilisation/ Transfer	As at 31 March, 2015
Capital Reserve	1,243.10	-	-	1,243.10	1,243.10	-	-	1,243.10
Capital Redemption Reserve	8,151.77	-	-	8,151.77	8,151.77	-	-	8,151.77
Securities Premium Account	8,793.88	-	-	8,793.88	8,793.88	-	-	8,793.88
Capital Subsidy	63.58	-	-	63.58	63.58	-	-	63.58
General Reserve*	16,389.73	1,260.20	-	17,649.93	14,935.56	1,454.17	-	16,389.73
Closing Balance (A)	34,642.06	1,260.20	-	35,902.26	33,187.89	1,454.17	-	34,642.06
Surplus in the Statement of Profit and Loss								
Opening Balance	43,208.75	-	-	43,208.75	36,191.61	-	-	36,191.61
Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life (Net of deferred tax) (Refer note 41)	-	-	-	-	-	-	236.63	(236.63)
Net Profit for the current year	-	12,601.97	-	12,601.97	-	14,541.71	-	14,541.71
Interim Dividend on Equity Shares	-	-	-	-	-	-	1,944.69	(1,944.69)
Distribution Tax on Interim Dividend	-	-	-	-	-	-	388.81	(388.81)
Proposed Equity Dividend	-	-	4,861.72	(4,861.72)	-	-	2,917.03	(2,917.03)
Distribution Tax on Proposed Equity Dividend	-	-	989.73	(989.73)	-	-	583.24	(583.24)
Transfer to General Reserves	-	-	1,260.20	(1,260.20)	-	-	1,454.17	(1,454.17)
Closing Balance (B)	43,208.75	12,601.97	7,111.65	48,699.07	36,191.61	14,541.71	7,524.57	43,208.75
Total (A+B)	77,850.81	13,862.17	7,111.65	84,601.33	69,379.50	15,995.88	7,524.57	77,850.81

* Transfer from surplus in the Statment of Profit and Loss.

4 Long-term Borrowings:

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
Unsecured		
Term loan from a bank (refer note a below)	**1,500.00**	*1,250.00*
Loan from the Council of Scientific and Industrial Research (refer note b below)	**18.83**	*37.66*
Sales Tax Deferral under a State Government Scheme (refer note c below)	**588.30**	*656.91*
Total	**2,107.13**	*1,944.57*

Terms of repayment:

a. Term loan from a bank:
The loan is repayable in 20 quarterly instalments. The repayment begins after a moratorium of 24 months from February 2018. The first repayment of ₹ 75 lac falls due in May 2018.

b. Loan from the Council of Scientific and Industrial Research:
The loan is repayable in 2 annual instalments of ₹ 18.83 lac.

c. Sales tax deferral scheme:
The loan is repayable in annual installments which range from a maximum of ₹ 113.37 lac to a minimum of ₹ 7.78 lac over the period stretching from 1 April, 2016 to 31 March, 2027. The amount outstanding is free of interest.

The outstanding loan includes Nil (*Previous Year: ₹ 40.62 lac*) (excluding ₹ 10.64 lac(*Previous Year: ₹ 48.06 lac*) shown as a part of current maturities of long term borrowing in Note no. 7) in respect of which the applicability of the deferral scheme is disputed by the Sales Tax Authorities and the matter is contested before the Sales Tax Tribunal. The consequential interest claimed by the Sales Tax Authorities is included as a part of the Company's contingent liabilities.

footnote:
For current maturities of long-term borrowings refer item (i) to the note no.7 'Other Current Liabilities'.

5 Long-term Provisions:

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
Provision for employee benefits		
(Refer note no 39 on employee benefits)		
Gratuity	**168.50**	*280.01*
Supplemental Payments on Retirement	**1,494.69**	*1,524.63*
Total	**1,663.19**	*1,804.64*

6 Short-term Borrowings:

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
Secured		
Loans repayable on demand from banks (refer footnote)	**208.37**	*4,277.07*
Total	**208.37**	*4,277.07*

footnote:
These loans are secured by first paripassu charge on stock (including raw material, finished goods and work in progress) and book debts.

Rallis India Limited

7 Other Current Liabilities: (Refer Note No. 30)

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
Other Liabilities		
i. Current maturity of long term borrowing		
Sales Tax Deferral Scheme (unsecured) (refer note 4 c)	**10.64**	*47.44*
Council of Scientific & Industrial Research loan (unsecured) (refer note 4 b)	**18.83**	*18.83*
Term loan from a bank (unsecured) (refer terms of repayment below)	**1,250.00**	*1,250.00*
ii. Interest accrued but not due on borrowings	**25.50**	*22.93*
iii. Unclaimed dividends (refer footnote)	**134.82**	*132.32*
iv. Other Payables:		
Provident Fund and other employee deductions	**149.22**	*129.94*
Central Excise, Customs Duty, Value Added Tax (VAT) and Service Tax payable	**660.74**	*1,117.01*
Tax deducted at source	**136.09**	*276.09*
Customer Advances and Deposits	**2,495.42**	*2,323.91*
Creditors for Capital Purchases	**624.09**	*206.03*
Other Liabilities	**198.90**	-
Total	**5,704.25**	*5,524.50*

Terms of Repayment:
The loan is repayable in four quarterly installments of ₹ 312.50 lac each.

footnote:
There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company except in cases wherein disputes relating to the ownership of the underlying shares have remained unresolved amounting to ₹ 0.13 lac.

8 Short-term Provisions:

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
a. Provision for employee benefits		
Compensated Absences	**620.16**	*546.94*
Supplemental Payments on Retirement	**198.48**	*200.43*
b. Others		
Proposed Equity Dividend	**4,861.72**	*2,917.03*
Distribution Tax on Proposed Equity Dividend	**989.73**	*583.24*
Provision for Income Tax (net of advance tax ₹ 21,629.31 lac: *Previous Year ₹ 19,570.65 lac*)	**611.13**	*1,552.19*
	7,281.22	*5,799.83*

9 Fixed Assets:

₹ lac

	Gross Block (At Cost)				Accumulated Depreciation/Amortisation					Net Block
	Balance as at 1 April 2015	Additions	Disposals/ write-off	Balance as at 31 March 2016	Balance as at 1 April 2015	Depreciation charge for the year	On disposals/ write-off	Transition adjustment recorded against Surplus in Statement of Profit and Loss (refer note 41)	Balance as at 31 March 2016	Balance as at 31 March 2016
a. Tangible Assets (Refer note 41)										
Freehold Land	**251.68**	**-**	**-**	**251.68**	**-**	**-**	**-**	**-**	**-**	**251.68**
	254.15	*-*	*2.47*	*251.68*	*-*	*-*	*-*	*-*	*-*	*251.68*
Leasehold Land(Refer footnote 5)	**5,151.03**	**-**	**-**	**5,151.03**	**405.66**	**98.47**	**-**	**-**	**504.13**	**4,646.90**
	4,638.28	*2,074.84*	*1,562.09*	*5,151.03*	*288.05*	*190.14*	*72.53*	*-*	*405.66*	*4,745.37*
Leasehold Improvements	**194.07**	**-**	**-**	**194.07**	**28.96**	**21.88**	**-**	**-**	**50.84**	**143.23**
	180.39	*13.68*	*-*	*194.07*	*8.11*	*20.85*	*-*	*-*	*28.96*	*165.11*
Buildings (Refer footnote 1 & 2)	**15,521.98**	**555.05**	**6.65**	**16,070.38**	**3,411.50**	**487.63**	**7.31**	**-**	**3,891.82**	**12,178.56**
	15,329.78	*316.32*	*124.12*	*15,521.98*	*2,913.70*	*462.07*	*67.73*	*103.46*	*3,411.50*	*12,110.48*
Plant and Equipment (Refer footnote 4)	**36,301.98**	**4,930.31**	**239.52**	**40,992.77**	**18,139.52**	**2,592.40**	**236.34**	**-**	**20,495.58**	**20,497.19**
	35,138.42	*1,780.91*	*617.35*	*36,301.98*	*15,522.48*	*2,986.04*	*520.60*	*151.60*	*18,139.52*	*18,162.46*
Furniture and Fixtures	**786.10**	**66.83**	**3.87**	**849.06**	**452.27**	**89.40**	**3.87**	**-**	**537.80**	**311.26**
	832.34	*12.98*	*59.22*	*786.10*	*397.61*	*90.18*	*51.38*	*15.86*	*452.27*	*333.83*
Vehicles	**294.91**	**4.24**	**145.06**	**154.09**	**208.66**	**31.67**	**113.80**	**-**	**126.53**	**27.56**
	413.23	*-*	*118.32*	*294.91*	*221.34*	*64.35*	*78.97*	*1.94*	*208.66*	*86.25*
Office Equipments	**397.61**	**33.88**	**14.11**	**417.38**	**272.06**	**52.41**	**13.72**	**-**	**310.75**	**106.63**
	479.26	*10.32*	*91.97*	*397.61*	*159.50*	*90.88*	*64.00*	*85.68*	*272.06*	*125.55*
Total	**58,899.36**	**5,590.31**	**409.21**	**64,080.46**	**22,918.63**	**3,373.86**	**375.04**	**-**	**25,917.45**	**38,163.01**
	57,265.85	*4,209.05*	*2,575.54*	*58,899.36*	*19,510.79*	*3,904.51*	*855.21*	*358.54*	*22,918.63*	*35,980.73*
b. Intangible Assets										
I. Internally generated:										
Product Registrations	**1,989.16**	**48.20**	**-**	**2,037.36**	**1,275.33**	**295.36**	**-**	**-**	**1,570.69**	**466.67**
	1,860.03	*129.13*	*-*	*1,989.16*	*951.39*	*323.94*	*-*	*-*	*1,275.33*	*713.83*
II. Others:										
Goodwill	**163.63**	**-**	**-**	**163.63**	**163.63**	**-**	**-**	**-**	**163.63**	**-**
	163.63	*-*	*-*	*163.63*	*163.63*	*-*	*-*	*-*	*163.63*	*-*
Licences and Commercial Rights	**861.52**	**72.71**	**-**	**934.23**	**324.53**	**194.61**	**-**	**-**	**519.14**	**415.09**
	861.52	*-*	*-*	*861.52*	*109.16*	*215.37*	*-*	*-*	*324.53*	*536.99*
Computer software	**1,029.21**	**12.34**	**-**	**1,041.55**	**976.25**	**17.30**	**-**	**-**	**993.55**	**48.00**
	1,010.02	*19.19*	*-*	*1,029.21*	*961.25*	*15.00*	*-*	*-*	*976.25*	*52.96*
Total	**4,043.52**	**133.25**	**-**	**4,176.77**	**2,739.74**	**507.27**	**-**	**-**	**3,247.01**	**929.76**
	3,895.20	*148.33*	*-*	*4,043.52*	*2,185.43*	*554.31*	*-*	*-*	*2,739.74*	*1,303.78*
Total Fixed Assets	**62,942.88**	**5,723.56**	**409.21**	**68,257.23**	**25,658.37**	**3,881.13**	**375.04**	**-**	**29,164.46**	**39,092.77**
Previous Year	*61,161.05*	*4,357.38*	*2,575.54*	*62,942.88*	*21,696.22*	*4,458.82*	*855.21*	*358.54*	*25,658.37*	*37,284.51*

footnotes:

1. Cost of buildings includes cost of 60 shares (*Previous Year 60 shares*) of ₹ 50 each fully paid and cost of 7 shares (*Previous Year 7 shares*) of ₹ 100 each fully paid in respect of ownership flats in 8 (*Previous Year 8*) Co-operative Societies.
2. Buildings include assets carried at ₹ 1.00 lac (*Previous Year ₹ 1.07 lac*) where the conveyance in favour of the Company has not been completed.
3. Fixed assets include assets carried at ₹ 784.90 lac (*Previous Year ₹ 863.09 lac*) which are held for disposal. The Management expects to recover amounts higher than the carrying value of these assets.
4. Plant and equipment includes plant and machinery, electrical equipments and installations , laboratory equipments and computers and data processing units.
5. Leasehold land include assets carried at ₹ 1,583.59 lacs (*Previous Year ₹ 1,600.22 lacs*), for which the Company has sought an extension for the fulfilment of pre-conditions of lease upon expiry of timeline.
6. The figures in italics are for the previous year.

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10 Non-current Investments:("Long - Term")

₹ lac

	Nominal value (in ₹)	Number	As at 31 March 2016	*As at 31 March 2015*
A Trade Investments (Valued at cost less provision for other than temporary diminution)				
Unquoted equity instruments - Fully paid up:				
a. Investment in Subsidiaries:				
Zero Waste Agro-Organics Ltd.	10	54,224 (PY - 54,198)	**4,185.55**	*4,183.55*
Rallis Chemistry Exports Ltd.	10	50,000	**5.00**	*5.00*
Metahelix Life Sciences Ltd. (Refer footnote 1)	10	107,502 (PY - 86,549)	**24,436.62**	*17,103.67*
		A	**28,627.17**	*21,292.22*
b. Others:				
Aich Aar Chemicals Pvt. Ltd.	10	124,002	**9.31**	*9.31*
Biotech Consortium India Ltd.	10	50,000	**5.00**	*5.00*
Indian Potash Ltd.	10	54,000	**0.90**	*0.90*
Bharuch Enviro Infrastructure Ltd.	10	36,750	**3.68**	*3.68*
Narmada Clean Tech Ltd. (formerly known as Bharuch Eco-Aqua Infrastructure Ltd.)	10	300,364	**30.04**	*30.04*
Cuddalore SIPCOT Industries Common Utilities Ltd.#	100	113	-	-
Patancheru Enviro-Tech Ltd.	10	10,822	**1.08**	*1.08*
Advinus Therapeutics Ltd.	10	18,286,000	**1,828.60**	*1,828.60*
			1,878.61	*1,878.61*
Less: Provision for other than temporary diminution in value			**9.31**	*9.31*
		B	**1,869.30**	*1,869.30*
		C=A+B	**30,496.47**	*23,161.52*
B. Other Investments (Valued at cost less provision for other than temporary diminution)				
a. Quoted Investments in equity instruments - Fully paid up #				
Spartek Ceramics India Ltd.*	10	7,226	-	-
Nagarjuna Finance Ltd.*	10	400	-	-
Pharmaceuticals Products of India Limited*	10	10,000	-	-
Balasore Alloys Ltd.	5	504	-	-
J.K. Cement Ltd.	10	44	-	-
		D	-	-
b. Unquoted Investments in equity instruments - Fully paid up				
Amba Trading & Manufacturing Company Private Ltd.	10	130,000	**53.32**	*53.32*
Associated Inds. (Assam) Ltd.#	10	30,000	-	-
Uniscans & Sonics Ltd.#	10	96	-	-
Caps Rallis (Private) Ltd. (Nominal value of Zim. $ 2 each)		2,100,000	**146.30**	*146.30*
			199.62	*199.62*
Less: Provision for other than temporary diminution in value			**199.62**	*199.62*
		E	-	-
		F=C+D+E	**30,496.47**	*23,161.52*
Aggregate Book Value of Investments:				
Unquoted - At cost less Provision for other than temporary diminution in value			**30,496.47**	*23,161.52*
Quoted - At cost less Provision for other than temporary diminution in value			-	-
			30,496.47	*23,161.52*

footnotes:

(1) During the year the Company acquired 20,953 shares for an aggregate value of ₹ 7,332.95 lac. As a result Metahelix Life Sciences Limited became a wholly owned subsidiary of the Company on 15 February, 2016.

(2) Market value of listed and quoted investments ₹ 0.38 lacs (*Previous Year ₹ 0.37 lacs*).

* Listed but not quoted.

Amount is less than ₹ 0.01 lac.

11 Long-term loans and advances: (Refer footnote)

(Unsecured, considered good unless otherwise stated)

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
Advance Income Tax (net of provisions ₹ 16,559.77 lac (*Previous Year ₹ 16,365.34 lac*)).	**6,801.02**	*7,824.94*
Security Deposits	**619.97**	*562.56*
Claims Receivable	**323.19**	*388.13*
VAT credit receivable	**1,228.81**	*1,211.48*
Prepaid Expenses	**88.00**	-
Capital Advances	**232.32**	*200.02*
Total	**9,293.31**	*10,187.13*

footnote:

Long-term loans and advances does not include any amount due from director, other officer of the Company or firms in which any director is a partner or private companies in which any director is a director or member.

12 Inventories:

(Valued at the lower of cost and net realisable value)

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
a. Raw Materials (Agri inputs) (including goods-in-transit of ₹ 492.72 lac; *Previous Year ₹ 1,516.57 lac*)	**5,760.96**	*8,110.69*
b. Work-in-progress (including intermidiate goods)(Agri inputs)	**3,042.91**	*2,923.60*
c. Finished goods (excluding finished goods traded in) (Refer Note No. 12A)	**12,027.65**	*11,927.38*
d. Stock in trade (in respect of goods acquired for trading) (Agri inputs)	**3,924.76**	*3,755.74*
e. Stores and spares	**192.89**	*146.38*
f. Packing Materials	**800.93**	*795.48*
Total	**25,750.10**	*27,659.27*

12A Nature of stocks of goods manufactured:

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
Agri inputs	**11,642.44**	*11,904.07*
Others	**385.21**	*23.31*
Total	**12,027.65**	*11,927.38*

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13 Trade Receivables: (Refer footnote)

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured, considered good	**29.59**	*8.09*
Unsecured, considered good	**517.56**	*406.90*
Unsecured, Doubtful of recovery	**362.65**	*245.87*
Less: Provision for doubtful trade receivables	**(362.65)**	*(245.87)*
	547.15	*414.99*
Other trade receivable		
Secured, considered good	**379.29**	*402.21*
Unsecured, considered good	**14,896.95**	*19,829.19*
Unsecured, Doubtful of recovery	**17.56**	*-*
Less: Provision for doubtful trade receivables	**(17.56)**	*-*
	15,276.24	*20,231.40*
Total	**15,823.39**	*20,646.39*

footnote:

There are no amounts outstanding from directors and other officers of the Company or firms in which any director is a partner or private companies in which any director is a director or member.

14 Cash and bank balance:

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
Cash and cash equivalents (as per AS-3 Cash Flow Statement)		
a. Balances with banks in current accounts	**152.01**	*90.15*
b. Cash on hand	**2.73**	*2.65*
c. Term Deposits with original maturity of less than 3 months	**107.32**	*6.49*
Total cash and cash equivalents (as per AS-3 Cash Flow Statement) (A)	**262.06**	*99.29*
Other Bank Balances (refer footnote)		
a. In other deposit accounts - original maturity more than 3 months	**51.75**	*68.99*
b. In earmarked accounts:		
i. Balances held for unpaid / unclaimed dividend accounts	**134.82**	*132.32*
ii. Bank deposits as margin money against bank guarantees	**148.57**	*208.54*
Total other bank balances (B)	**335.14**	*409.85*
Total (A + B)	**597.20**	*509.14*
footnote:		
Other deposit accounts include deposit with remaining maturity of more than 12 months from the balance sheet date.	**49.89**	*40.07*

15 Short-term loans and advances:*

(Unsecured, considered good unless otherwise stated)

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
a. Advances Recoverable in cash or in kind		
-Advances to employees	**116.95**	*96.94*
-Advances to suppliers	**1,841.01**	*916.20*
-Others	**194.92**	*263.41*
b. Advances/Deposits considered doubtful of recovery (Refer footnote)		
Doubtful	**3,903.68**	*3,903.68*
Less: Provision for doubtful loans and advances	**(3,903.68)**	*(3,903.68)*
c. Balances with Government Authorities		
-CENVAT credit receivable	**154.28**	*450.49*
-Service tax credit receivable	**282.65**	*382.57*
d. Gratuity	**-**	*18.07*
(Refer note no.39 on employee benefits)		
e. Prepaid Expenses	**84.82**	*82.00*
Total	**2,674.63**	*2,209.68*

*Short-term loans and advances does not include any amount due from director , other officer of the company or firms in which any director is a partner or private companies in which any director is a director or member.

footnote:

Includes a sum of ₹ 18.61 lac (*Previous Year ₹ 18.61 lac*) being amount due from Rallis Chemistry Exports Ltd., a wholly owned subsidiary. The maximum amount outstanding during the year was ₹ 18.61 lac (*Previous Year ₹ 18.61 lac*).

16 Other current assets:

₹ lac

	As at 31 March, 2016	As at 31 March, 2015
Interest accrued on fixed deposit	**12.16**	8.55
Export benefits receivable	**395.35**	132.37
Total	**407.51**	140.92

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17 Revenue from Operations:

₹ lac

	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
Sale of products (Refer Note No. 17A)		
Own Manufactured Goods	120,577.61	*137,907.96*
Traded Goods	18,378.86	*22,273.10*
Subtotal (A)	138,956.47	*160,181.06*
Sale of services (B)	40.56	*88.68*
Other operating revenues		
Scrap and Sundry Sales	369.52	*543.99*
Export Incentives	599.54	*284.57*
Royalty Income	229.51	*190.63*
Others	235.37	*201.19*
Subtotal (C)	1,433.94	*1,220.38*
Revenue from Operations (Gross) (A)+(B)+(C)	140,430.97	*161,490.12*
Less: Excise duty	9,867.97	*10,368.97*
Total	130,563.00	*151,121.15*

17A Note on Sale of Products:

₹ lac

	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
Agri inputs	136,444.24	*156,790.80*
Others	2,512.23	*3,390.26*
Total	138,956.47	*160,181.06*

18 Other Income:

₹ lac

	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
Interest Income from bank on fixed deposits	22.79	*26.22*
Interest on loans and advances & others (includes interest on VAT refund)	48.07	*3.87*
Dividend income		
On current investments - others	22.76	*1.68*
On long term investments - others	1.35	*2.08*
Profit on sale of Fixed Assets (net)	3.40	*18.67*
Sundry Income	334.52	*119.19*
Total	432.89	*171.71*

19 Cost of materials consumed:

₹ lac

	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
Raw Materials Consumed (Refer Notes No. 19A and 34)		
Opening Stock	**8,110.69**	*7,323.02*
Add : Purchases	**54,136.31**	*68,993.82*
Less : Closing Stock	**5,760.96**	*8,110.69*
	56,486.04	*68,206.15*
Packing Materials Consumed (Refer Notes No. 34)	**5,330.64**	*5,625.79*
Total	**61,816.68**	*73,831.94*

19A Cost of materials consumed:

₹ lac

	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
Active Ingredients for pesticides	**25,946.24**	*27,646.94*
Other Chemicals	**30,539.80**	*40,559.21*
Total	**56,486.04**	*68,206.15*

20 Purchase of traded goods:

₹ lac

	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
Agri inputs	**12,129.97**	*17,758.48*
Total	**12,129.97**	*17,758.48*

21 Changes in inventories of finished goods, work-in-progress and stock-in-trade:

₹ lac

	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
Opening Stock		
Finished Goods - Own Manufactured	**11,927.38**	*10,112.48*
Finished Goods - Traded	**3,755.74**	*2,883.18*
Work in progress	**2,923.60**	*2,473.57*
	18,606.72	*15,469.23*
Closing Stock		
Finished Goods - Own Manufactured	**12,027.65**	*11,927.38*
Finished Goods - Traded	**3,924.76**	*3,755.74*
Work in progress	**3,042.91**	*2,923.60*
	18,995.32	*18,606.72*
Net decrease/(Increase)	**(388.60)**	*(3,137.49)*

22 Employee benefits expense: (Refer Note No.42)

₹ lac

	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
Salaries and Wages	**8,504.65**	*8,689.01*
Contribution to Provident and Other Funds (Refer Note No. 39)	**541.52**	*495.10*
Gratuity (Refer Note No. 39)	**186.57**	*274.96*
Staff welfare	**970.68**	*894.48*
Total	**10,203.42**	*10,353.55*

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23 Other expenses: (Refer Note No.42)

₹ lac

	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
Freight, Handling and Packing	**4,387.53**	*4,499.01*
Processing	**808.73**	*885.55*
Changes in Excise Duty on Inventory of Finished Goods	**(22.27)**	*344.74*
Travelling and conveyance	**1,043.71**	*1,096.14*
Power and Fuel	**4,637.31**	*6,042.87*
Brand Equity Contribution	**180.02**	*207.04*
Repairs and maintenance :		
to Machinery	**737.44**	*614.28*
to Buildings	**183.45**	*189.61*
to Others	**382.64**	*375.02*
Stores and Spares Consumed	**483.11**	*510.43*
Rates and Taxes	**440.12**	*568.71*
Bad trade receivables	**-**	*619.60*
Cash Discount	**1,935.71**	*1,857.98*
Commission	**106.16**	*117.40*
Insurance	**221.29**	*204.53*
Rent	**1,362.81**	*1,259.91*
Bank Charges	**234.99**	*176.22*
Directors' Fees & Commission	**393.90**	*448.40*
Provision for Doubtful Debts/Advances	**134.34**	*48.46*
Less : Provision for doubtful debts written back	**-**	*(619.60)*
Selling Expenses	**2,339.66**	*2,410.92*
Legal and Professional	**729.87**	*603.64*
Net loss on Foreign currency transactions and translation (other than considered as finance cost)	**490.36**	*432.44*
Other Expenses	**4,853.09**	*4,080.33*
Total	**26,063.97**	*26,973.63*

24 Finance costs :

₹ lac

	For the year ended 31 March, 2016	For the year ended 31 March, 2015
Interest expense on:		
Long term Borrowings	**224.93**	324.86
Short term Borrowings	**566.69**	153.78
Total	**791.62**	478.64

25 Contingent liabilities and Commitments (to the extent not provided for) (Refer Note 30):

(i) Contingent Liabilities:

The Company is involved in a number of appellate, judicial and arbitration proceedings (including those described below) concerning matters arising in the course of conduct of the Company's businesses. Some of these proceedings in respect of matters under litigation are in early stages, and in some other cases, the claims are indeterminate. A summary of claims asserted on the Company in respect of these cases have been summarised below.

Tax contingencies

Amounts in respect of claims asserted by various revenue authorities on the Company, in respect of taxes, which are in dispute, have been tabulated below:

₹ lac

Nature of Tax	As at 31 March, 2016	*As at 31 March, 2015*
Sales Tax	**1,868.71**	*1,836.30*
Excise Duty	**369.31**	*360.84*
Customs Duty	**144.10**	*144.10*
Income Tax	**6,764.94**	*6,904.98*
Service Tax	**81.06**	*113.06*
Property Cases	**47.36**	*47.36*

The management believes that the claims made are untenable and is contesting them. As of the reporting date, the management is unable to determine the ultimate outcome of above matters. However, in the event the revenue authorities succeed with enforcement of their assessments, the Company may be required to pay some or all of the asserted claims and the consequential interest and penalties, which would reduce net income and could have a material adverse effect on net income in the respective reported period.

Amount in respect of other claims

₹ lac

Nature of Tax	As at 31 March, 2016	*As at 31 March, 2015*
Matters relating to Employee Benefits	**103.11**	*103.26*
Others (claims related to contractual disputes)	**55.07**	*68.50*

Management is generally unable to reasonably estimate a range of possible loss for proceedings or disputes other than those included in the estimate above, including where:

(i) plaintiffs / parties have not claimed an amount of money damages, unless management can otherwise determine an appropriate amount;
(ii) the proceedings are in early stages;
(iii) there is uncertainty as to the outcome of pending appeals or motions or negotiations;
(iv) there are significant factual issues to be resolved; and/or
(v) there are novel legal issues presented.

However, in respect of the above matters, management does not believe, based on currently available information, that the outcomes of the litigation, will have a material adverse effect on the Company's financial condition, though the outcomes could be material to the Company's operating results for any particular period, depending, in part, upon the operating results for such period.

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(ii) Commitments

(A) Estimated amount of contracts remaining to be executed on capital account of tangible assets is ₹ 298.55 lac (*Previous Year ₹ 774.96 lac*) and Intangible assets is ₹ 105.00 lac (*Previous Year ₹ 274.27 lac*) against which advances paid aggregate ₹ 232.32 lac (*Previous Year ₹ 200.02 lac*).

(B) The company excercised its call options on 20,953 equity shares of Metahelix Life Science Limited ("Metahelix") on 15 February, 2016, at an aggregate cost of ₹ 7,332.95 lac (Also see footnote (1) to note no 10). As a result, commitments in the form of put option granted to the erstwhile owners of 6,895 equity shares in Metahelix stand extinguished.

(C) During the year, the Company has agreed to assign its leasehold rights in a property at Turbhe Navi Mumbai, for a gross consideration of ₹ 21,393.00 lac to Ikea India Private Limited. The arrangement is subject to the Company obtaining necessary approvals under various regulations in respect of which the company is liable to make payment aggregating to ₹ 9,778.19 lac against which the company is entitled to reimbursement of ₹ 4,400.19 lac.

(D) For lease commitments and derivatives, refer note no 26 and 37 respectively.

26 The Company has procured motor vehicles and computer network under non-cancellable operating leases. Lease rent charged to the Statement of Profit and Loss during the year is ₹ 605.09 lac(*Previous Year ₹ 569.75 lac*) net of amount recovered from employees ₹ 26.73 lac (*Previous Year ₹ 10.71 lac*). Disclosures in respect of non-cancellable leases are given below:

₹ lac

Particulars	As at 31 March, 2016	*As at 31 March, 2015*
a) Total of minimum future lease payments	**1,259.62**	*1,029.02*
b) The total of future minimum lease payments under non-cancellable operating leases for a period:		
Not later than one year	**477.57**	*490.47*
Later than one year and not later than five years	**782.05**	*538.55*
c) Lease payments recognised in the statement of profit and loss for the year	**605.09**	*569.75*

The terms of operating lease do not contain any exceptional/ restrictive covenants. Premises taken by the Company on operating leases are cancellable.

27 Other Expenses include Auditors' Remuneration as under:

₹ lac

Particulars	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
(a) To statutory auditors		
For audit	**55.20**	*55.20*
For taxation matters	**50.00**	*23.00*
For other services *	**62.50**	*39.25*
Reimbursement of expenses	**1.46**	*1.56*
(b) To cost auditors for cost audit	**7.00**	*7.00*

Service tax which is being claimed for set-off as input credit has not been included in the expenditure above.
*exclude ₹ 33.00 lac (*Previous Year ₹ 11.90 lac*) paid to network firms.

28 The Company has incurred the following expenses on research and development activity:

₹ lac

Particulars (Refer footnote)	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
On tangible fixed assets	**150.02**	*124.92*
On items which have been expensed during the year		
- Materials	**243.29**	*175.63*
- Employee benefits expense	**813.36**	*686.36*
- Professional fees	**35.63**	*45.57*
- Consumables	**37.58**	*40.28*
- Finance Costs	**1.80**	*2.61*
- Travelling expenses	**63.17**	*78.04*
- Rent	**35.19**	*32.12*
- Depreciation and amortisation expense	**460.85**	*540.44*
- Others	**175.59**	*138.91*
Expenses - External Agency	**76.72**	*46.28*
Total	**2,093.20**	***1,911.16***

During the year the Company has also incurred ₹ 543.73 lac (*Previous Year ₹ 234.83 lac*) towards capital research and development expenditure which is included under Intangible Assets under Development. The total amount included in Intangible Assets under Development as at 31 March 2016 is ₹ 1,092.25 lac (*Previous Year ₹ 665.86 lac*).

footnote:

The above figures include the amounts based on separate accounts for the Research and Developments ("R&D") Centre recognised by the Department of Scientific & Industrial Research ("DSIR"), Ministry of Science and Technology for in-house research (consonance with the DSIR guidelines for in-house R & D Centre will be evaluated at the time of filing the return with DSIR).

29 Deferred tax assets and liabilities:

The components of deferred tax assets and liabilities are as under:

₹ lac

Particulars	As at 31 March, 2016	*As at 31 March, 2015*
Deferred Tax Assets		
On Provision against debts and advances	**1,474.49**	*1,436.08*
On Employee and other related costs	**210.61**	*274.60*
On other items	-	*24.52*
Total	**1,685.10**	*1,735.20*
Deferred Tax Liabilities		
On fiscal allowance on fixed assets (Refer Note 41)	**5,296.74**	*5,047.32*
On other items	**265.25**	*253.83*
Total	**5,561.99**	*5,301.15*
Net Deferred Tax Liability Recognised	**(3,876.89)**	*(3,565.95)*

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30 Other Current Liabilities include provision held in respect of indirect tax matters in dispute: (Refer Note 25)

While denying liabilities, on an evaluation of each of its disputed claims, the Company holds an overall provision for contingency in respect of certain indirect tax matters in dispute which, as at the year-end, aggregates ₹ 193.82 lac (*Previous year ₹ 193.82 lac*). The movement during the year is as under:

₹ lac

Particulars	As at 31 March, 2016	*As at 31 March, 2015*
Opening Balance as at 1 April	**193.82**	*193.82*
Additional provisions made during the year	-	-
Total	**193.82**	*193.82*
Payments made adjusted against above sum	-	-
Closing Balance as at 31 March	**193.82**	*193.82*

Due to the numerous uncertainties and variables associated with certain assumptions and judgments, and the effects of changes in the regulatory and legal environment, both the precision and reliability of the resulting estimates of the related contingencies are subject to substantial uncertainties. The Company regularly monitors its estimated exposure to such loss contingencies and, as additional information becomes known, may change its estimates significantly. However, no estimate of the range of any such change can be made at this time.

31 Segment Reporting

The Company has determined its business segment as "Agri - Inputs" comprising of Pesticides, Plant Growth Nutrients and Seeds. The other business segment comprises "Polymer" and is non reportable.

a. Primary Segment Information ₹ lac

Particulars	Business Segments		Total
	Agri - Inputs	Others (non-reportable)	
REVENUE			
Total External Revenue	126,576.27	2,512.23	*129,088.50*
	146,421.83	*3,390.26*	*149,812.09*
Total Inter-Segment Revenue	-	-	-
Segment Revenue	126,576.27	2,512.23	129,088.50
	146,421.83	*3,390.26*	*149,812.09*
Total Revenue			129,088.50
			149,812.09
RESULTS			
Segment Results	16,734.07	238.14	16,972.21
	20,998.52	*233.52*	*21,232.04*
Unallocable Expenses/(Income) (Net)			317.11
			(178.11)
Operating Profit			17,289.32
			21,053.93
Finance costs			791.62
			478.64

₹ lac

Particulars	Business Segments		Total
	Agri - Inputs	Others (non-reportable)	
Profit before taxation			16,497.70
			20,575.29
Tax Expense			(3,895.73)
			(6,033.58)
Profit for the year			12,601.97
			14,541.71
OTHER INFORMATION			
ASSETS			
Segment Assets	86,970.26	1,820.93	88,791.19
	89,899.77	*1,925.29*	*91,825.06*
Unallocated assets			37,739.95
			31,411.35
Total Assets			126,531.14
			123,236.41
LIABILITIES			
Segment Liabilities	24,139.95	57.22	24,197.17
	24,978.23	*427.02*	*25,405.25*
Unallocated Liabilities			15,787.93
			18,035.64
Total Liabilities			39,985.10
			43,440.89
CAPITAL EXPENDITURE (within India)			
Total cost incurred during the year to acquire segment assets	6,295.71	-	6,295.71
	4,682.43	-	*4,682.43*
Total cost incurred during the year to acquire assets			6,295.71
			4,682.43
DEPRECIATION			
Segment Depreciation	3,767.74	113.39	3,881.13
	4,332.95	*125.87*	*4,458.82*
Total Depreciation			3,881.13
			4,458.82
NON CASH EXPENSES			
Segment Non-cash expenses other than Depreciation & Amortisation	114.23	-	114.23
	385.68	-	*385.68*
Total Non-cash Expenses			114.23
			385.68

The figures in italics are for the previous year.

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b. Secondary Segment Information ₹ lac

	2015-16	*2014-15*
1. Segment Revenue		
a. India	**89,083.90**	*99,674.89*
b. Outside India	**40,004.60**	*50,137.20*
Total	**129,088.50**	*149,812.09*
2. Segment Assets		
a. India	**81,688.78**	*81,736.32*
b. Outside India	**7,102.41**	*10,088.74*
Total	**88,791.10**	*91,825.06*

footnotes:

(i) Segment Revenue includes Sales of Products less Excise Duty.

(ii) Unallocable assets include Investments, Advance Income Tax, Advance Fringe Benefit Tax, Interest Accrued on Investments and Fixed Deposits.

(iii) Unallocable liabilities includes Long Term Borrowings (includes current maturities on long-term debt), Short Term Borrowings, Provisions for Equity Dividend and tax thereon, Provision for Supplemental Payments, Provision for Income and Fringe Benefit Tax and deferred tax liabilities.

(iv) Unallocable income includes income from investment activities.

(v) Unallocable expenditure includes charge in respect of Supplemental Payments on retirement valued on actuarial basis.

32 Value of imports on C. I. F. basis:

₹ lac

Particulars	**for the year ended 31 March, 2016**	*for the year ended 31 March, 2015*
Raw Materials	**28,170.86**	*39,619.78*
Traded Materials	**328.61**	*72.02*
Stores and Spares Consumed	**64.34**	*115.74*
Capital Goods	**119.29**	*60.83*
Total	**28,683.10**	*39,868.37*

33 Expenditure in foreign currencies:

₹ lac

Particulars	**For the year ended 31 March, 2016**	*For the year ended 31 March, 2015*
Professional Fees	**9.18**	*31.73*
Commission	**94.47**	*86.66*
Travelling	**37.05**	*37.11*
Research and Development	**5.80**	*5.21*
Handling and other selling expenses	**57.97**	*24.66*
Subscription	**41.00**	*15.08*
Bank Charges	**85.85**	*12.22*
Others	**20.97**	*29.41*
Total	**352.29**	*242.08*

34 Value of Imported and Indigenous Materials consumed:

₹ lac

Particulars	For the year ended 31 March, 2016		*For the year ended 31 March, 2015*	
	Amount	%	*Amount*	*%*
Raw Materials Consumed				
Imported (including Customs Duty)	**31,750.25**	**56%**	*42,208.11*	*62%*
Indigenous	**24,735.79**	**44%**	*25,998.04*	*38%*
Total	**56,486.04**	**100%**	*68,206.15*	*100%*
Packing Materials Consumed				
Indigenous	**5,330.64**	**100%**	*5,625.79*	*100%*
Total	**5,330.64**	**100%**	*5,625.79*	*100%*
Stores and Spares Consumed				
Imported	**64.34**	**13%**	*115.74*	*23%*
Indigenous	**418.77**	**87%**	*394.69*	*77%*
Total	**483.11**	**100%**	*510.43*	*100%*

35 Earnings in foreign exchange:

₹ lac

Particulars	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
Export of goods calculated on F. O. B. Basis	**38,990.53**	*49,544.92*
Royalty Income	**229.51**	*190.63*
Total	**39,220.04**	*49,735.55*

36 Earnings per share:

₹ lac

Particulars	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
Profit for the year	**12,601.97**	*14,541.71*
Weighted average number of Equity Shares for Basic / Diluted EPS	**194,468,890**	*194,468,890*
Nominal Value of Equity Per Share (in ₹)	**1.00**	*1.00*
Basic / Diluted Earning Per Share (in ₹)	**6.48**	*7.48*

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37 Foreign Currency Exposures :

The Company, in accordance with its risk management policies and procedures, enters into foreign currency forward contracts and currency option contracts to manage its exposure in foreign exchange rate variations. The counter party is generally a bank. These contracts are for a period between one day and four years.

(a) Derivative Instruments:

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to accounts receivable and accounts payable. The use of foreign currency forward contracts is governed by the Company's strategy approved by the Board of Directors, which provide principles on the use of such forward contracts consistent with the Company's Risk Management Policy. The Company does not use forward contracts for speculative purposes.

The following forward exchange contracts are outstanding as at balance sheet date:

Particulars	**As at 31 March, 2016**			*As at 31 March, 2015*		
	Number of Contracts	**₹ lac**	**Foreign Currency in lac**	*Number of Contracts*	*₹ lac*	*Foreign Currency in lac*
Payables	**2**	**1,405.30**	**JPY 2,532.00**	*3*	*404.49*	*JPY 776.00*

Note: USD = US Dollar; JPY = Japanese Yen.

(b) The year end foreign currency exposures that were not hedged by a derivative instrument or otherwise are given below.

i) Amounts receivable in foreign currency on account of the following:

Particulars	**As at 31 March, 2016**		*As at 31 March, 2015*	
	₹ lac	**Foreign Currency in lac**	*₹ lac*	*Foreign Currency in lac*
Exports of goods and services	**7,798.39**	**USD 116.97**	*10,088.74*	*USD 161.14*
		EUR 0.64		*EUR 0.26*

ii) Amounts payable in foreign currency on account of the following:

Particulars	**As at 31 March, 2016**		*As at 31 March, 2015*	
	₹ lac	**Foreign Currency in lac**	*₹ lac*	*Foreign Currency in lac*
Imports of goods and services	**6,984.53**	**USD 82.61**	*8,686.51*	*USD 132.30*
		JPY 2559.01		*JPY 800.01*
		EUR 0.03		*EUR 0.01*

Note: USD = US Dollar; EUR = Euro; JPY = Japanese Yen.

38 Related Party Disclosures :

Disclosure as required by Accounting Standard (AS) - 18 "Related Party Disclosures" as prescribed under section 133 of the Companies Act, 2013.

(a) Names of the related parties and description of relationship:

(i) Holding / Ultimate Holding Company : Tata Chemicals Ltd.

(ii) Subsidiary Companies: Rallis Chemistry Exports Ltd.
Metahelix Life Sciences Ltd.
Zero Waste Agro Organics Ltd.

(iii) Key Management Personnel : V. Shankar Managing Director & Chief Executive Officer

b) Details of Transactions:

₹ lac

Nature of Transactions	Holding Company	Subsidiary Companies	Key Management Personnel	Total
Purchase of Goods	579.49	2,128.05	-	2,707.54
	485.05	*1,731.91*	-	*2,216.96*
Sales of Goods	2,474.33	201.88	-	2,676.21
	2,996.87	*65.21*	-	*3,062.08*
Services Received	15.81	68.94	-	84.74
	46.01	*45.44*	-	*91.45*
Services Given	-	110.05	-	110.05
	-	*105.04*	-	*105.04*
Other Expenses	-	65.72	-	65.72
	1.86	*66.89*	-	*68.75*
Dividend Paid (Equity)	1,460.12	-	-	1,460.12
	2,336.20	-	-	*2,336.20*
Debit Balance outstanding as at year end - Other Receivables	10.22	459.19	-	469.41
	278.56	*430.17*	-	*708.73*
Credit Balance outstanding as at year end - Other Payables	4.28	113.34	-	117.62
	13.16	*286.83*	-	*299.99*
Investment as at year end	-	28,627.17	-	28,627.17
	-	*21,292.22*	-	*21,292.22*
Remuneration Paid	-	-	354.80	354.80
	-	-	*367.07*	*367.07*

The figures in italics are for the previous year.

Transactions included in (b) above which are in excess of 10% of the total related party transactions of the same type are given below:

₹ lac

Nature of Transactions	Tata Chemicals Ltd.	Zero Waste Agro Organics Ltd.	Metahelix Life Sciences Ltd.	Key Management Personnel
Purchase of Goods	579.49	1,145.61	982.44	-
	485.05	*1,134.09*	*597.81*	-
Sales of Goods	2,474.33	-	201.88	-
	2,996.87	-	*65.21*	-
Services Received	15.81	68.94	-	-
	46.01	*45.44*	-	-
Services Given	-	109.94	-	-
	-	*105.04*	-	-
Other Expenses	-	-	65.72	-
	1.86	-	*66.89*	-
Dividend Paid (Equity)	1,460.12	-	-	-
	2,336.20	-	-	-
Remuneration Paid : V. Shankar Managing Director & Chief Executive Officer	-	-	-	354.80
	-	-	-	*367.07*

The figures in italics are for the previous year.

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39 Employee Benefit Obligations:

Defined–Benefits Plans:

The Company offers its employees defined-benefit plans in the form of a gratuity scheme (a lump sum amount) and a supplemental pay scheme (a life long pension). The gratuity scheme covers substantially all regular employees, while supplemental pay plan covers former certain executives. In the case of the gratuity scheme, the Company contributes funds to Gratuity Trust, which is irrevocable, while the supplemental pay scheme is not funded. Commitments are actuarially determined at year-end. The actuarial valuation is done based on "Projected Unit Credit" method. Gains and losses of changed actuarial assumptions are charged to the Statement of profit and loss.

The net value of the defined-benefit obligation (DBO) is detailed below:

₹ lac

Particulars	**Gratuity (Funded Plan)**	**Supplemental Pay (Unfunded Plan)**	**Total**	*Gratuity (Funded Plan)*	*Supplemental Pay (Unfunded Plan)*	*Total*
	As at 31 March, 2016			*As at 31 March, 2015*		
Present Value of DBO	**2,178.63**	**1,693.17**	**3,871.80**	*1,965.20*	*1,725.06*	*3,690.26*
Fair Value of Plan Assets	**2,010.13**	**-**	**2,010.13**	*1,703.26*	*-*	*1,703.26*
Net liability *	**168.50**	**1,693.17**	**1,861.67**	*261.94*	*1,725.06*	*1,987.00*

* Includes fund balance of ₹ Nil (*Previous Year ₹ 18.07 lac*)

Changes in Defined Benefit Obligation during the year:

₹ lac

Particulars	**Gratuity (Funded Plan)**	**Supplemental Pay (Unfunded Plan)**	**Total**	*Gratuity (Funded Plan)*	*Supplemental Pay (Unfunded Plan)*	*Total*
	As at 31 March, 2016			*As at 31 March, 2015*		
Present value of DBO as at 1 April	**1,965.20**	**1,725.06**	**3,690.26**	*1,528.21*	*1,522.23*	*3,050.44*
Current Service Cost	**185.72**	**-**	**185.72**	*138.38*	*-*	*138.38*
Interest cost	**156.63**	**137.49**	**294.12**	*143.49*	*142.93*	*286.42*
Benefits paid	**(134.27)**	**(147.68)**	**(281.95)**	*(83.96)*	*(147.28)*	*(231.24)*
Actuarial (gain) / loss	**5.35**	**(21.70)**	**(16.35)**	*239.08*	*207.18*	*446.26*
Present value of DBO as at 31 March	**2,178.63**	**1,693.17**	**3,871.80**	*1,965.20*	*1,725.06*	*3,690.26*

Changes in fair value of plan assets of the Gratuity Fund during the year:

₹ lac

Particulars	**As at 31 March, 2016**	*As at 31 March, 2015*
Opening balance as at 1 April	**1,703.26**	*1,492.57*
Expected return on plan assets	**135.75**	*129.85*
Contributions by the Company	**280.01**	*48.66*
Benefits paid	**(134.27)**	*(83.96)*
Actuarial gain / (loss)	**25.38**	*116.14*
Closing balance as at 31 March	**2,010.13**	*1,703.26*

Details of plan assets are as follows:

The plan assets are managed by the Gratuity Trust formed by the Company. The management of funds is entrusted with the Life Insurance Corporation of India ("LIC") and HDFC Standard Life Insurance Company Limited ("HSLIC").

₹ lac

Particulars	As at 31 March, 2016	As at 31 March, 2015
Debentures	700.09	406.79
Government Securities	959.92	915.93
Deposits, Money market Securities & Other Assets	128.23	156.50
Equity	1.81	-
Other – Fund managed by LIC whose pattern of investment is not available with the Company	217.12	220.60
Others	2.96	3.44
Total Asset	2,010.13	1,703.26

Actual return on plan assets: - Gratuity

₹ lac

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
Expected return on plan assets	135.75	129.85
Actuarial gain / (loss)	25.38	116.14
Actual return on plan assets	161.13	245.99

Component of employer's expense:

₹ lac

Particulars	Gratuity (Funded Plan)	Supplemental Pay (Unfunded Plan)	Total	Gratuity (Funded Plan)	Supplemental Pay (Unfunded Plan)	Total
	As at 31 March, 2016			As at 31 March, 2015		
Current service costs	185.72	-	185.72	138.38	-	138.38
Interest cost	156.63	137.49	294.12	143.49	142.93	286.42
Expected return on plan assets	(135.75)	-	(135.75)	(129.85)	-	(129.85)
Net actuarial (gain) / loss	(20.03)	(21.70)	(41.73)	122.94	207.18	330.12
Expenses charged to the statement of profit and loss	186.57	115.79	302.36	274.96	350.11	625.07

Actuarial assumptions:

The actuarial calculations used to estimate defined benefit commitments and expenses are based on the following assumptions which if changed, would affect the defined benefit commitment's size, funding requirements and pension expense.

Particulars	As at 31 March, 2016	*As at 31 March, 2015*
Rate for discounting liabilities	8.04% p.a.	*7.97% p.a.*
Expected salary increase rate	8.00% p.a.	*8.00% p.a.*
Expected return on plan assets	8.04% p.a.	*7.97% p.a.*
Retirement Age (in years)	60	*60*
Attrition rate	- For Services 5 years and below - 11%	*- For Services 5 years and below - 15%*
	- For Services above 5 years - 2%	*- For Services above 5 years - 2%*
Mortality rates	Indian Assured Lives Mortality (2006-08) Ultimate	*Indian Assured Lives Mortality (2006-08) Ultimate*

The estimates of future salary increases, considered in the actuarial valuation, take into account inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations.

Experience adjustment:

(a) **Gratuity:**

₹ lac

Particulars	**2015-16**	*2014-15*	*2013-14*	*2012-13*	*2011-12*
Present value of DBO	**2,178.63**	*1,965.20*	*1,528.21*	*1,537.94*	*1,402.76*
Fair value of plan asset	**2,010.13**	*1,703.26*	*1,492.57*	*1,445.72*	*1,172.57*
Fund status Surplus/(Deficit)	**(168.50)**	*(261.94)*	*(35.64)*	*(92.22)*	*(230.19)*
Experience adjustment on plan assets gain /(loss)	**25.38**	*112.13*	*(53.15)*	*41.90*	*(69.99)*
Experience adjustment on plan liabilities (gain)/ loss	**12.80**	*5.60*	*50.82*	*(35.94)*	*76.86*

(b) **Supplemental Pay:**

₹ lac

Particulars	**2015-16**	*2014-15*	*2013-14*	*2012-13*	*2011-12*
Present value of DBO	**1,693.17**	*1,725.06*	*1,522.23*	*1,577.46*	*1,494.66*
Experience adjustment on plan liabilities (gain)/ loss	**(13.98)**	*35.57*	*(226.12)*	*53.91*	*(61.52)*

Particulars	As at 31 March, 2016	*As at 31 March, 2015*
Actuarial assumptions for compensated absences		
Rate for discounting liabilities	8.04% p.a.	*7.97% p.a.*
Expected salary increase rate	8.00% p.a.	*8.00% p.a.*
Retirement Age (in years)	60	*60*
Attrition rate	- For Services 5 years and below - 11%	*- For Services 5 years and below - 15%*
	- For Services above 5 years - 2%	*- For Services above 5 years - 2%*
Mortality rates	Indian Assured Lives Mortality (2006-08) Ultimate	*Indian Assured Lives Mortality (2006-08) Ultimate*

Defined-Contribution Plans:

The Company makes Provident Fund contributions to defined contribution retirement benefit plans for eligible employees. Under the scheme, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions as specified under the law are paid to the provident fund set up as a trust by the Company in case of certain locations. The Company is liable for contributions and any deficiency compared to interest computed based on the rate of interest declared by the Central Government under the Employees' Provident Fund Scheme, 1952 and recognises, if any, as an expense in the year it is determined.

As of 31 March, 2016, the fair value of the assets of the fund and the accumulated members' corpus is ₹ 4,921.26 lac and ₹ 4,882.37 lac respectively. In accordance with an actuarial valuation, there is no deficiency as the present value of the expected future earnings on the fund is greater than the expected amount to be credited to the individual members based on the expected guaranteed rate of interest.

Amount recognised as expense and included in the Note 22 — "Contribution to Provident and Other Funds" — ₹ 541.52 lac (*Previous Year ₹ 495.10 lac*).

40 Trade Payable includes amount payable to Micro, Small and Medium Enterprises as follows:

₹ lac

Particulars	As at 31 March, 2016	*As at 31 March, 2015*
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year*	**433.73**	*701.28*
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	*0.22*
(iii) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	**0.34**	*0.12*
(iv) The amount of interest due and payable for the year	**0.12**	*0.34*
(v) the amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(vi) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

* Out of above amount overdue is ₹ Nil (*Previous year : ₹ 698.34 lac*)

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

Rallis India Limited

41 In the previous year, pursuant to the notification of Schedule II to the Companies Act, 2013 with effect from 1 April, 2014, the Company has revised the estimated useful life of some of its assets to align the useful life with those specified in Schedule II. The details of previously applied depreciation method, rates / useful life for these assets are as follows:

Asset	Previous depreciation rate	*Revised useful life*
Buildings, Factory Buildings ,etc.	**3.34%**	*3 years to 60 years*
Computers and Data Processing Units	**16.21%**	*3 years to 10 years*
Electrical Installations and Equipments	**4.75%**	*10 years to 15 years*
Laboratory Equipments	**4.75%**	*10 years to 15 years*
Office Equipments	**4.75%**	*3 years to 10 years*
Furniture and Fixtures	**6.33%**	*3 years to 10 years*
Vehicles	**9.50%**	*8 years*

Pursuant to the transition provisions prescribed in Schedule II to the Companies Act, 2013, the Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be Nil as on 1 April, 2014, and has adjusted an amount of ₹ 236.63 lac (net of deferred tax of ₹ 121.92 lac) against the opening surplus balance in the Statement of Profit and Loss under Reserves and Surplus.

The depreciation expense in the Statement of Profit and Loss for the previous year is higher by ₹ 557.99 lac consequent to the change in the useful life of the assets.

42 The gross amount required to be spent by the Company during the year towards Corporate Social Responsibility (CSR) as per the provision of section 135 of the Companies Act, 2013 amounts to ₹ 388.40 lac (*Previous Year ₹ 349.41 lac*). Amount spent during the year on CSR activities (included in Note 22 and Note 23 of the Statement of Profit and Loss) as under:

₹ lac

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
Employee benefits expense	**19.40**	17.50
Other expenses (for healthcare, education, women empowerment, skill development , disaster relief etc.)	**379.32**	195.69
	398.72	213.19

43 Previous years' figures have been regrouped / restated wherever necessary to conform to the classification of the current year.

For and on behalf of the Board of Directors

B. D. BANERJEE		BHASKAR BHAT	*Chairman*
E. A. KSHIRSAGAR			
PRAKASH R. RASTOGI		V. SHANKAR	*Managing Director & Chief Executive Officer*
BHARAT VASANI	*Directors*		
R. MUKUNDAN		ASHISH MEHTA	*Chief Financial Officer*
Y. S. P. THORAT			
PUNITA KUMAR-SINHA		P. S. MEHERHOMJI	*Company Secretary*

Mumbai, 26 April, 2016

CONSOLIDATED
FINANCIAL STATEMENTS

Rallis India Limited

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RALLIS INDIA LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of RALLIS INDIA LIMITED (hereinafter referred to as the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as the "Group"), comprising of the Consolidated Balance Sheet as at 31 March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the "consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as the "Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including Accounting Standards prescribed under Section 133 of the Act, as applicable. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31 March, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements of two subsidiaries, whose financial statements reflect total assets of ₹ 1,339.68 lac as at 31 March, 2016, total revenues of ₹ 56.33 lac and net cash inflows amounting to ₹ 4.00 lac for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. **As required by Section 143(3) of the Act, we report, to the extent applicable, that:**

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards prescribed under Section 133 of the Act, as applicable.

   e) On the basis of the written representations received from the directors of the Holding Company as on 31 March, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on 31 March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our Report in "Annexure A", which is based on the auditors' reports of the Holding company and subsidiary companies incorporated in India. Our report express an unmodified opinion on the adequacy and operating effectiveness of the Holding company and subsidiary company's incorporated in India internal financial control over financial reporting.

   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.

      ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in india except in cases wherein disputes relating to the ownership of the underlying shares have remained unresolved.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/ W-100018)
Sanjiv V. Pilgaonkar
Partner
(Membership No. 39826)

Place: Mumbai
Date: 26 April, 2016

Rallis India Limited

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting of RALLIS INDIA LIMITED (hereinafter referred to as the "Holding Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company and its subsidiary companies, are responsible for establishing and maintaining internal financial controls based on responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary companies, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 2 subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

for DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)
Sanjiv V. Pilgaonkar
Partner
(Membership No.039826)

Place: Mumbai
Date: 26 April, 2016

Rallis India Limited

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH, 2016

₹ lac

	Note No.	As at 31 March, 2016	*As at 31 March, 2015*
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	**1,944.71**	*1,944.71*
Reserves and surplus	3	**87,958.26**	*79,506.97*
		89,902.97	*81,451.68*
Minority Interest		**374.74**	*1,008.03*
Non-current liabilities			
Long-term borrowings	4	**2,620.28**	*2,680.70*
Deferred tax liabilities (Net)	30	**3,876.89**	*3,565.95*
Other Long term liabilities	5	**481.89**	*403.91*
Long-term provisions	6	**1,694.92**	*1,839.91*
		8,673.98	*8,490.47*
Current liabilities			
Short-term borrowings	7	**4,857.86**	*8,373.76*
Trade payables (includes dues of micro and small enterprises of ₹ 433.73 lac (previous year ₹ 701.50 lac))	35 & 40	**27,364.72**	*28,824.62*
Other current liabilities	8	**11,859.19**	*9,504.23*
Short-term provisions	9	**7,428.39**	*5,927.91*
Total		**51,510.16**	*52,630.52*
		150,461.85	*143,580.70*
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	10	**40,452.26**	*38,282.55*
Intangible assets	10	**1,286.06**	*1,673.78*
Capital work-in-progress		**1,408.76**	*773.25*
Intangible assets under development		**2,640.40**	*1,873.27*
		45,787.48	*42,602.85*
Goodwill on consolidation		**25,914.10**	*19,582.31*
Non-current investments	11	**1,869.30**	*1,869.30*
Long-term loans and advances	12	**10,966.36**	*11,014.32*
		84,537.24	*75,068.78*
Current assets			
Current investments	13	**940.00**	*550.00*
Inventories	14	**40,483.89**	*39,420.44*
Trade receivables	15	**19,661.74**	*24,774.88*
Cash and bank balance	16	**768.30**	*716.66*
Short-term loans and advances	17	**3,507.35**	*2,789.27*
Other current assets	18	**563.33**	*260.67*
		65,924.61	*68,511.92*
Total		**150,461.85**	*143,580.70*
Significant accounting policies	1		

Notes referred to above form an integral part of the Balance Sheet and should be read in conjunction therewith.

In terms of our report attached

For and on behalf of the Board of Directors

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
Sanjiv V. Pilgaonkar
Partner

Mumbai, 26 April, 2016

B. D. BANERJEE
E. A. KSHIRSAGAR
PRAKASH R. RASTOGI
BHARAT VASANI — *Directors*
R. MUKUNDAN
Y. S. P. THORAT
PUNITA KUMAR-SINHA

BHASKAR BHAT — *Chairman*

V. SHANKAR — *Managing Director & Chief Executive Officer*

ASHISH MEHTA — *Chief Financial Officer*

P. S. MEHERHOMJI — *Company Secretary*

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2016

₹ lac

	Note No.	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
Revenue from operations (gross)	19	**172,654.33**	*191,827.13*
Less : Excise Duty		**9,867.97**	*10,368.97*
Revenue from Operations (net) (I)		**162,786.36**	*181,458.16*
Expenses:			
Cost of materials consumed	21	**75,960.45**	*88,223.59*
Purchases of traded goods		**9,800.04**	*15,961.37*
Changes in inventories of finished goods work-in-progress and stock-in-trade	22	**(1,909.94)**	*(5,457.44)*
Employee benefits expense	23	**13,241.61**	*12,935.23*
Other expenses	24	**42,677.07**	*42,081.45*
Total expenses (II)		**139,769.23**	*153,744.20*
Earnings before interest, tax, depreciation and amortisation (I-II)		**23,017.13**	*27,713.96*
Finance costs	25	**1,355.22**	*1,012.79*
Depreciation and amortisation expense	10	**4,459.49**	*4,958.23*
Other income	20	**1,365.91**	*415.88*
Profit before tax		**18,568.33**	*22,158.82*
Tax expense:			
a. Current tax		**4,096.79**	*6,100.64*
b. Excess provision for tax relating to earlier years		**(129.00)**	*(170.45)*
c. MAT credit		**(383.00)**	*(285.14)*
d. Net current tax expense		**3,584.79**	*5,645.05*
e. Deferred tax		**310.94**	*533.67*
Net tax expenses		**3,895.73**	*6,178.72*
Profit after tax for the year before minority interest		**14,672.60**	*15,980.10*
Share of Profit for the year attributable to Minority Interest		**369.86**	*257.96*
Profit for the year attributable to the Shareholders of the Company		**14,302.74**	*15,722.14*
Earnings per equity share: (of ₹ 1 each)	33		
(1) Basic		**7.35**	*8.08*
(2) Diluted		**7.35**	*8.08*
Significant accounting policies	1		

Notes referred to above form an integral part of the Statement of Profit and Loss and should be read in conjunction therewith.
In terms of our report attached

For and on behalf of the Board of Directors

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
Sanjiv V. Pilgaonkar
Partner

Mumbai, 26 April, 2016

B. D. BANERJEE
E. A. KSHIRSAGAR
PRAKASH R. RASTOGI
BHARAT VASANI — *Directors*
R. MUKUNDAN
Y. S. P. THORAT
PUNITA KUMAR-SINHA

BHASKAR BHAT — *Chairman*
V. SHANKAR — *Managing Director & Chief Executive Officer*
ASHISH MEHTA — *Chief Financial Officer*
P. S. MEHERHOMJI — *Company Secretary*

Rallis India Limited

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2016

₹ lac

		For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
A	<u>CASH FLOW FROM OPERATING ACTIVITIES:</u>		
	Profit before tax	**18,568.33**	*22,158.82*
	Adjustments for :		
	Depreciation and amortisation expense	**4,459.49**	*4,958.23*
	Finance cost	**1,355.22**	*1,012.79*
	Interest income	**(172.68)**	*(127.64)*
	Dividend Income	**(24.11)**	*(3.76)*
	Credit balances written back	**(329.26)**	*(207.34)*
	Provision for Doubtful Debts/Advances	**262.07**	*144.10*
	Provision for supplemental payments on retirement	**(31.89)**	*202.83*
	Provision for gratuity	**(96.98)**	*227.35*
	Provision for compensated absences	**92.31**	*136.47*
	Unrealised foreign exchange translation loss/(gain)	**50.38**	*248.86*
	Profit on sale of assets (net) (includes assets w/off)	**147.82**	*85.01*
	Operating Profit before Working Capital Changes	**24,280.70**	*28,835.72*
	Adjustments for :		
	Trade payables and other liabilities	**869.57**	*(1,359.82)*
	Trade receivables and other assets	**4,487.30**	*(7,805.59)*
	Inventories	**(1,063.45)**	*(6,467.16)*
	Long term loans and advances	**(381.85)**	*(81.18)*
	Short term loans and advances	**(736.15)**	*197.06*
	Other current assets	**(36.07)**	*(110.38)*
	CASH GENERATED FROM OPERATIONS	**27,420.05**	*13,208.65*
	Taxes paid (Net of Refund and interest on refund received)	**(4,056.50)**	*(6,402.33)*
	NET CASH FROM OPERATING ACTIVITIES (A)	**23,363.55**	*6,806.32*
B	<u>CASH FLOW FROM INVESTING ACTIVITIES:</u>		
	Capital expenditure on fixed assets, including capital advances	**(7,482.15)**	*(6,053.27)*
	Proceeds on sale of fixed assets	**92.75**	*1,740.10*
	Purchase of current investments	**(9,462.76)**	*(2,751.68)*
	Purchase of non-current investments in subsidiary	**(7,334.94)**	*(1,283.44)*
	Proceeds from sale of current investments	**9,072.76**	*2,843.80*
	Interest received	**169.07**	*130.70*
	Dividend received	**24.11**	*3.76*
	Investments in Bank Deposits (original maturity of more than 3 months) (net)	**76.39**	*(22.46)*
	NET CASH USED IN INVESTING ACTIVITIES (B)	**(14,844.77)**	*(5,392.49)*

₹ lac

		For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
C	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Repayment of long-term borrowings	**(310.42)**	*(80.48)*
	Proceeds/(Repayment) of short-term borrowings (net)	**(3,515.90)**	*3,536.22*
	Proceeds from long-term borrowings	**276.67**	*1,390.58*
	Dividends paid on Equity Shares (including dividend distribution tax)	**(3497.77)**	*(5,503.00)*
	Finance Cost	**(1,345.83)**	*(1,005.53)*
	NET CASH USED IN FINANCING ACTIVITIES (C)	**(8,393.25)**	*(1,662.21)*
	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A) + (B) + (C)	**125.53**	*(248.38)*
	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		
	Cash in Hand	**8.92**	*10.75*
	Balances with Scheduled Banks on Current Account and Deposit Account	**143.82**	*390.37*
		152.74	*401.12*
	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		
	Cash in Hand	**5.07**	*8.92*
	Balances with Scheduled Banks on Current Account and Deposit Account	**273.20**	*143.82*
		278.27	*152.74*
	Footnote:		
	Reconciliation of cash and cash equivalent with balance sheet		
	Cash and Cash Equivalents as above	**278.27**	*152.74*
	Restricted Bank Balances	**134.82**	*132.32*
	Balances with scheduled banks:		
	On Bank Deposit as Margin Money against Bank Guarantees	**303.46**	*362.61*
	In other deposit accounts - original maturity more than 3 months	**51.75**	*68.99*
	CASH AND BANK BALANCE AS PER NOTE 16	**768.30**	*716.66*

Notes referred to above form an integral part of the Cash Flow Statement and should be read in conjunction therewith.

In terms of our report attached

For and on behalf of the Board of Directors

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
Sanjiv V. Pilgaonkar
Partner

Mumbai, 26 April, 2016

B. D. BANERJEE
E. A. KSHIRSAGAR
PRAKASH R. RASTOGI
BHARAT VASANI *Directors*
R. MUKUNDAN
Y. S. P. THORAT
PUNITA KUMAR-SINHA

BHASKAR BHAT *Chairman*

V. SHANKAR *Managing Director & Chief Executive Officer*

ASHISH MEHTA *Chief Financial Officer*

P. S. MEHERHOMJI *Company Secretary*

Rallis India Limited

Notes forming part of the Consolidated Financial Statements

Corporate Information:

Rallis India Limited (the "Company") and its subsidiaries constitute the "Group" and are engaged primarily in the business of manufacture and marketing of Agri Inputs. The Group has its manufacturing facilities in India and sells across the globe. The Company is a subsidiary of Tata Chemicals Limited. The Company is listed on the Bombay Stock Exchange ("BSE") and the National Stock Exchange ("NSE").

1. Significant Accounting Policies: -

(a) Basis of Accounting

The consolidated financial statements of the Group have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act") as applicable. The consolidated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year.

(b) Principles of Consolidation

The Consolidated Financial Statements relate to the Company and its subsidiaries. The consolidated financial statements have been prepared on the following basis:

The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses as per Accounting Standard (AS) 21 "Consolidated Financial Statements" referred to in section 133 of the Companies Act, 2013.

The excess of the cost of the Company of its investment in subsidiaries over the Company's portion of equity as at the date on which the investment in subsidiary companies are made is recognised in the financial statement as "Goodwill on Consolidation".

Minority interest in net assets of subsidiaries consists of:

a) The amount of equity attributable to minority at the date on which investment in subsidiary is made.

b) The minority share of movements in equity since the date parent-subsidiary relationship comes into existence. Minority interest in share of net result for the year is identified and adjusted against the profit after tax, Excess of loss, if any, attributable to minority over and above the minority interest in equity of the subsidiary is absorbed by the Group.

Details of the subsidiaries whose assets, liabilities, income and expenses are included in the consolidation and the Company's holdings therein are as under:

Entity	Incorporated in	Proportion of Groups interest (%)	Date of acquisition of control
Held Directly:			
Rallis Chemistry Exports Limited	India	100.00%	7 July, 2009*
Metahelix Life Sciences Limited # $	India	100.00%	30 December, 2010
Zero Waste Agro Organics Limited@	India	73.63%	18 October, 2012

* Date of incorporation

Pursuant to Share Purchase Agreement dated 9 December, 2010, the Company has acquired additional stake of equity shares in Metahelix Life Sciences Limited ("Metahelix") during the year ended 31 March 2016. Consequently the shareholding of the Company in Metahelix has increased from 80.51% to 100% as at 31 March 2016.

$ Dhaanya Seeds Limited, a wholly owned subsidiary of Metahelix has been amalgamated with Metahelix pursuant to necessary approvals effective from 1 April, 2013.

@ Pursuant to Share Purchase Agreement dated 23 April, 2012 the Company has acquired additional stake of equity shares in Zero Waste Agro Organics Limited ("ZWAOL") during the year ended 31 March 2016. Consequently the shareholding of the Company in ZWAOL has increased from 51.02% to 73.63% as at 31 March 2016.

(c) Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

(d) Fixed Assets and Depreciation / Amortisation

(i) Tangible fixed assets and depreciation

Tangible fixed assets acquired by the Group are reported at acquisition cost, with deductions for accumulated depreciation and impairment losses, if any.

The acquisition cost includes the purchase price (excluding refundable taxes) and expenses directly attributable to bring the asset to the location and condition for its intended use. Examples of directly attributable expenses included in the acquisition cost are delivery and handling costs, installation, legal services and consultancy services.

Where the construction or development of any such asset requiring a substantial period of time to set up for its intended use, is funded by borrowings, the corresponding borrowing costs are capitalised up to the date when the asset is ready for its intended use.

Depreciation has been provided as per Section 123 of the 2013 Act on a straight line method basis ("SLM") over the estimated useful lives. Management believes based on a technical evaluation (which is based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.) that the revised useful lives of the assets reflect the periods over which these assets are expected to be used, which are as follows:

Type of Asset	Revised useful life
Rallis India Ltd.	
Buildings, Factory Buildings ,etc.	3 years to 60 years
Computers and Data Processing Units	3 years to 10 years
Electrical Installations and Equipments	10 years to 15 years
Laboratory Equipments	10 years to 15 years
Office Equipments	3 years to 10 years
Furniture and Fixtures	3 years to 10 years
Vehicles	8 years
General Plant & Machinery	2 years to 30 years
Metahelix Life Sciences Ltd.	
Factory Building	25 years
Seed Processing Machine	15 years
Lab Equipments	10 years

Rallis India Limited

(ii) Intangible assets and amortisation

Intangible assets other than goodwill are valued at cost less amortisation and impairment losses if any. These generally comprise of costs incurred to acquire computer software licences and implement the software for internal use (including software coding, installation, testing and certain data conversion) as well as costs incurred for obtaining approvals from registration authorities of products having proven technical feasibility.

Research costs are charged to earnings as they arise.

Costs incurred for applying research results or other knowledge to develop new products, are capitalised to the extent that these products or registrations are expected to generate future financial benefits. Other development costs are expensed as and when they arise.

Goodwill comprises the portion of purchase price for an acquisition that exceeds the market value of the identifiable assets, with deductions for liabilities, calculated on the date of acquisition, on the Company's share in the acquired company's assets.

Goodwill on Consolidation represents the difference between the Group's share in the net worth of the investee company at the time of acquisition and the cost of investment made. The said Goodwill is not amortised; however it is tested for impairment at each Balance Sheet date and impairment loss, if any, is provided for.

Intangible assets other than Goodwill are reported at acquisition value with deductions for accumulated amortisation and impairment losses, if any.

Amortisation is provided on a straight line basis over the asset's anticipated useful life. The useful life is determined based on the period of the underlying contract or the period of time over which the intangible asset is expected to be used, whichever is lower, and generally does not exceed 10 years.

An impairment test of intangible assets including Goodwill is conducted annually or more often if there is an indication of a decrease in value. The impairment loss, if any, is reported in the Statement of Profit and Loss.

(e) Impairment of assets

The carrying values of assets of the Group's cash-generating units are reviewed for impairment annually or more often if there is an indication of decline in value. If any indication of such impairment exists, the recoverable amounts of those assets are estimated and impairment loss is recognised, if the carrying amount of those assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and the value in use of those assets. Value in use is arrived at by discounting the estimated future cash flows to their present value based on an appropriate discount factor

(f) Investments

Long term investments are valued at cost, less provision for other than temporary diminution in value, if any. Current investments are valued at lower of cost and fair value.

Investments that are readily realisble and are intended to be held for not more than one year from the date, on which such investments are made, are classified as "Current" investments. All other investments are classified as "Long Term".

(g) Inventory

Inventories are valued at the lower of cost and net realisable value.

In case of raw materials, packing materials, stores and spare parts and traded finished goods, costs are determined in accordance with continuous moving weighted average principle. Costs include purchase price, non-refundable taxes and delivery and handling costs.

Cost of finished goods and work-in-progress are determined using the absorption costing principles. Cost includes cost of materials consumed, labour and a systematic allocation of variable and fixed production overheads. Excise duties at the applicable rates are also included in the cost of finished goods.

Net realisable value is estimated at the expected selling price less estimated completion and selling costs.

(h) Revenue Recognition

Sales include products and services, net of trade discounts and exclude sales tax, state value added tax and service tax.

With regard to sale of products, income is reported when all obligations connected with the transfer of risks and rewards to the buyer have been fulfilled after the price has been determined and collection of the receivable is reasonably certain.

Income recognition for services takes place as and when the services are performed.

Amounts received from customers specifically towards setting up / expansion of manufacturing facilities, linked to a contractual arrangement for supply of specified quantities of product manufactured from the said facilities at pre-determined prices, are treated as current liabilities and recognized as revenue in the Statement of Profit and Loss over the contracted period of supply in proportion to the quantities dispatched.

Government grants and subsidies are recognised when there is reasonable assurance that the Group will comply with the conditions attached to them and the grants / subsidy will be received. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grant is recognised as income over the life of a depreciable asset by way of a reduced depreciation charge .

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

Government grants in the nature of promoters' contribution like investment subsidy, where no repayment is ordinarily expected in respect thereof, are treated as capital reserve. Government grants in the form of non-monetary assets, given at a concessional rate, are recorded on the basis of their acquisition cost. In case the non-monetary asset is given free of cost, the grant is recorded at a nominal value.

Other government grants and subsidies are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis.

(i) Interest Income and Borrowing Cost

Interest income is recognised as interest accrued on a time proportion basis taking into account the amount outstanding against the financial asset and the rate applicable provided no significant uncertainty exists as to measurability or collectability. Discount and premium on debt securities held is treated as though it were accruing over the period to maturity.

Borrowing (finance costs) are generally expensed as incurred except where they relate to the financing of construction or development of qualifying assets requiring a substantial period of time to prepare for their intended future use. Ordinarily, the term "substantial period of time" is considered to mean a period of 12 months or more unless a shorter or longer period could be justified on the basis of facts and circumstances of a specific case.

Borrowing costs are capitalised up to the date when the asset is ready for its intended use. The amount of finance costs capitalised (before the effects of income tax) for the period is determined by applying the interest rate applicable to appropriate borrowings outstanding during the period to the average amount of capitalised expenditure for the qualifying assets during the period.

(j) Foreign Currency Transactions

Transactions in foreign currencies are translated to the reporting currency based on the exchange rate on the date of the transaction. Exchange differences arising on settlement thereof during the year are recognised as income or expenses in the Statement of Profit and Loss.

Cash and bank balances, receivables and liabilities (monetary items) in foreign currencies as at the year end are valued at year end rates, and unrealised translation differences are included in the Statement of Profit and Loss.

The Group's forward exchange contracts are not held for trading or speculation. The premium/discount arising on entering into such contract is amortised over the life of such contracts and exchange differences arising on such contracts are recognised in the Statement of Profit and Loss.

(k) Employee Benefits

Short term employee benefits are recognised as an expense at the undiscounted amount expected to be paid over the period of services rendered by the employees to the Group.

The Group has both defined-contribution and defined-benefit plans, of which some have assets in special funds or securities. The plans are financed by the Group and in the case of some defined contribution plans by the Group along with its employees.

The contribution as specified under the law are paid to the Provident Fund set up as irrevocable trust by the Group or to the Regional Provident Fund Commissioner when the corresponding services to which these contributions relate are rendered by employees. The Group is generally liable for contribution and any shortfall in the fund assets based on the government specified minimum rates of return. Such contributions and shortfall, if any, are recognised in the Statement of Profit and Loss as an expense in the year incurred.

Expenses for gratuity and supplemental payment plans are calculated as at the balance sheet date by independent actuaries using the projected unit credit method in a manner that distributes expenses over the employee's working life. These commitments are valued at the present value of the expected future payments, with consideration for calculated future salary increases, using a discount rate corresponding to the interest rate estimated by the actuary having regard to the interest rate on government bonds with a remaining term that is almost equivalent to the average balance working period of employees.

Compensated absences which accrue to employees and which can be carried to future periods but are expected to be encashed or availed in twelve months immediately following the year end are reported as expenses during the year in which the employees perform the services that the benefit covers and the liabilities are reported at the undiscounted amount of the benefits after deducting amounts already paid. Where there are restrictions on availment of encashment of such accrued benefit or where the availment or encashment is otherwise not expected to wholly occur in the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method.

(l) Taxes on Income

The Group's income taxes comprises aggregate of tax computed on the individual Company's taxable profits as per local laws, adjustment attributable to earlier periods and changes in deferred taxes. Valuation of all tax liabilities / receivables is conducted at nominal amounts and in accordance with enacted tax regulations and tax rates or in the case of deferred taxes, those that have been enacted or substantively enacted.

Deferred tax is calculated to correspond to the tax effect arising when final tax is determined. Deferred tax corresponds to the net effect of tax on all timing differences which occur as a result of items being allowed for income tax purposes during a period different from when they were recognised in the financial statements.

Deferred tax assets are recognised with regard to all deductible timing differences to the extent that it is probable that taxable profit will be available against which deductible timing differences can be utilised. When entities within the Group carry forward unused tax losses and unabsorbed depreciation, the corresponding deferred tax assets are recognised only to the extent there is virtual certainty backed by convincing evidence that sufficient future taxable income will be available against which deferred tax assets can be realised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or a part of the aggregate deferred tax asset to be utilised.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the entity will pay normal income tax. Accordingly, MAT is recognised as an asset in the Consolidated Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the entity.

(m) Operating Leases

Leases in which significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made towards operating lease arrangements are charged to the statement of profit and loss on straight line over the period of lease.

(n) Segment Reporting

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segment Revenue, Segment Expenses, Segment Assets and Segment Liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on reasonable basis, have been included under "Unallocated Revenue / Expenses / Assets / Liabilities".

(o) Provisions and Contingencies

A provision is recognised when the Group has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Where there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or where it is either not probable that and outflow of resources will be required to settle or a reliable estimate of the amount can not be made, the obligation is termed as a contingent liability. Contingent liabilities are not recognised but are disclosed in the notes to the financial statements unless the possibility of an outflow of resources embodying economic benefit is remote. A contingent asset is neither recognised nor disclosed.

(p) Cash Flow Statements

Cash-flow statement is prepared in accordance with the "Indirect Method" as explained in the Accounting Standard (AS) 3 - Cash Flow Statements.

(q) Cash and bank balance

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(r) Earnings per Share

Basic Earnings per Share is calculated by dividing the net profit after tax for the year attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the year.

Rallis India Limited

2 Share Capital:

	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares	₹ lac	Number of shares	₹ lac
Authorised				
Equity Shares of ₹ 1 each with voting rights	500,000,000	5,000.00	500,000,000	5,000.00
Cumulative Redeemable Preference Shares of ₹ 10 each	150,000,000	15,000.00	150,000,000	15,000.00
Issued				
Equity Shares of ₹ 1 each	194,470,890	1,944.71	194,470,890	1,944.71
Subscribed and Fully Paid up				
Equity Shares of ₹ 1 each	194,468,890	1,944.69	194,468,890	1,944.69
Forfeited Shares				
Equity Shares of ₹ 1 each	2,000	0.02	2,000	0.02
Total	194,470,890	1,944.71	194,470,890	1,944.71

footnotes:

a. **Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:**

	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares	₹ lac	Number of shares	₹ lac
Issued				
At the beginning of the year	194,470,890	1,944.71	194,470,890	1,944.71
Outstanding at the end of the year	194,470,890	1,944.71	194,470,890	1,944.71
Subscribed and fully paid up				
At the beginning of the year	194,468,890	1,944.69	194,468,890	1,944.69
Outstanding at the end of the year	194,468,890	1,944.69	194,468,890	1,944.69

b. The Company has issued one class of equity shares having a par value of ₹1 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c. **Details of shares held by the Holding Company:**
Out of total equity shares issued by the Company, shares held by its holding company are as below:

Particulars	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares	₹ lac	Number of shares	₹ lac
Tata Chemicals Limited (Holding Company)	97,341,610	973.42	97,341,610	973.42

d. **Details of shares held by each shareholder holding more than 5% shares in the Company:**

Particulars	As at 31 March, 2016		As at 31 March, 2015	
	Number of Shares	% Holding	Number of Shares	% Holding
Tata Chemicals Limited	97,341,610	50.06%	97,341,610	50.06%
Rakesh Jhunjhunwala	20,105,820	10.34%	20,105,820	10.34%
ICICI Prudential Mutual Fund	15,333,781	7.88%	4,433,565	2.28%

e. As per records of the Company as at 31 March, 2016, no calls remain unpaid by the directors and officers of the Company.

3 Reserves and Surplus:

₹ lac

	As at 1 April, 2015	Additions	Utilisation/ Transfer	As at 31 March, 2016	*As at 1 April, 2014*	*Additions*	*Utilisation/ Transfer*	*As at 31 March, 2015*
Capital Reserve	1,243.10		-	1,243.10	*1,243.10*	-	-	*1,243.10*
Capital Redemption Reserve	8,151.77	-	-	8,151.77	*8,151.77*	-	-	*8,151.77*
Securities Premium Account	8,793.88	-	-	8,793.88	*8,793.88*	-	-	*8,793.88*
Capital Subsidy	88.58	-	-	88.58	*88.58*	-	-	*88.58*
General Reserve*	16,389.73	1,260.20	-	17,649.93	*14,935.56*	*1,454.17*		*16,389.73*
Closing Balance (A)	34,667.06	1,260.20	-	35,927.26	*33,212.89*	*1,454.17*	-	*34,667.06*
Surplus in the Statement of Profit and Loss								
Opening Balance	44,839.91		-	44,839.91	*36,642.35*	-	-	*36,642.35*
Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life (Net of deferred tax) (Refer note 38)	-	-	-	-	-	-	*236.63*	*(236.63)*
Net Profit For the current year	-	14,302.74	-	14,302.74	-	*15,722.14*	-	*15,722.14*
Interim Dividend on Equity Shares	-	-	-	-	-	-	*1,944.69*	*(1,944.69)*
Distribution Tax on Interim Dividend	-	-	-	-	-	-	*388.82*	*(388.82)*
Proposed Equity Dividend	-	-	4,861.72	(4,861.72)	-	-	*2,917.03*	*(2,917.03)*
Distribution Tax on Proposed Equity Dividend	-		989.73	(989.73)	-	-	*583.24*	*(583.24)*
Transfer to General Reserves	-	-	1,260.20	(1,260.20)	-	-	*1,454.17*	*(1,454.17)*
Closing Balance (B)	**44,839.91**	**14,302.74**	**7,111.65**	**52,031.00**	*36,642.35*	*15,722.14*	*7,524.58*	*44,839.91*
Total (A+B)	**79,506.97**	**15,562.94**	**7,111.65**	**87,958.26**	*69,855.24*	*17,176.31*	*7,524.58*	*79,506.97*

* Transfer from surplus in the Statement of Profit and Loss

Rallis India Limited

4 Long-term borrowings: (Refer footnote)

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
Secured		
Term Loans		
i. from banks (refer note a below)	**383.50**	*588.33*
ii. from others (refer note b below)	**79.69**	*89.51*
	463.19	*677.84*
Unsecured		
Deferred payment liabilities		
Term loan from a bank (refer note c below)	**1,500.00**	*1,250.00*
Loan from the Council of Scientific and Industrial Research (refer note d below)	**68.79**	*95.95*
Sales Tax Deferral under a State Government Scheme (refer note e below)	**588.30**	*656.91*
	2,157.09	*2,002.86*
Total	**2,620.28**	*2,680.70*

Terms of repayment:

a. Secured Term loans from banks (owed by Metahelix Life Sciences Limited):

i Two term loans from Kotak Mahindra Bank – The loans are secured by first pari passu charge on movable assets funded by the bank and hypothecation of plant and machinery of the cob drying unit at Hyderabad . The balance outstanding as at 31 March, 2016 in respect of first loan amounts to ₹ 32.50 lac (of which ₹ 32.50 lac has been grouped under note 8 other current liabilities) repayable in 10 equated monthly installments of ₹ 3.25 lac and in respect of second loan amounts to ₹ 305.83 lac (of which ₹ 122.33 lac has been grouped under note 8 other current liabilities) repayable in 30 equated monthly installments respectively.

ii Term loan from ICICI Bank - The loan is secured by a first charge on entire movable fixed assets and agricultural property funded by the bank. The balance outstanding as at 31 March, 2016 is ₹ 250.00 lac (of which ₹ 50.00 lac has been grouped under note 8 other current liabilities) repayable in 20 equated quarterly instalments of ₹ 12.50 lac.

b. Secured Term loans from others (owed by Metahelix Life Sciences Limited):

Term loan from Biotechnology Industry Partnership Project is secured by hypothecation of all equipment, apparatus machineries, machineries spares, tools and other accessories, goods and/or the other movable property of the Company, present and future to a value equivalent to the amount of loan and interest thereon and the royalty payable on grant-in-aid till the full and final settlement of all dues. Term loan is repayable along with interest in 10 equal half yearly installments from December 2015 (Rice) and June, 2017 -(Maize). The balance payable as on 31st March 2016 is DBT rice loan ₹ 44.21 lac (of which ₹ 9.82 lac has been grouped under other current liabilities (refer note 8)) and balance payable on DBT maize Loan is ₹ 45.30 lac.

c. Term loan from a bank (owed by Rallis India Limited):
The loan is repayable in 20 quarterly instalments. The repayment begins after a moratorium of 24 months from February 2018. The first repayment of ₹ 75.00 lac falls due in May 2018.

d. Loan from the Council of Scientific and Industrial Research:
The loan of ₹ 37.66 lac is repayable in 2 annual instalments of ₹ 18.83 lac (of which ₹ 18.83 lac has been grouped under note 8 other current liabilities) (owed by Rallis India Limited).
The loan of ₹ 58.29 lac is repayable in 7 annual instalments (of which ₹ 8.33 lac has been grouped under note 8 other current liabilities) (owed by Metahelix Life Sciences Limited).

e. Sales tax deferrals scheme (owed by Rallis India Limited):

The loan is repayable in annual installments which range from a maximum of ₹ 113.37 lac to a minimum of ₹ 7.78 lac over the period stretching from 1 April, 2016 to 31 March, 2027. The amount outstanding is free of interest.

The outstanding loan includes Nil (*Previous Year: ₹ 40.62 lac*) (excluding ₹ 10.64 lac (*Previous Year: ₹ 48.06 lac*) shown as a part of current maturities of long term borrowing in Note no. 8) in respect of which the applicability of the deferral scheme is disputed by the Sales Tax Authorities and the matter is contested before the Sales Tax Tribunal. The consequential interest claimed by the Sales Tax Authorities is included as a part of the Company's contingent liabilities.

footnote:

For current maturities of long-term borrowing refer item (i)to the note no.8 Other Current Liabilities'.

5 Other Long term liabilities:

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
Security deposits received	**474.94**	*400.68*
Interest accrued but not due on borrowings	**6.95**	*3.23*
Total	**481.89**	*403.91*

6 Long-term Provisions:

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
Provision for employee benefits		
(Refer note no.36)		
Gratuity	**200.23**	*315.28*
Supplemental Payments on Retirement	**1,494.69**	*1,524.63*
Total	**1,694.92**	*1,839.91*

7 Short-term Borrowings:

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
Secured		
Loans repayable on demand from banks (refer footnote (a) & (b))	**3,857.86**	*7,373.76*
Unsecured		
Loans repayable on demand from banks	**1,000.00**	*1,000.00*
Total	**4,857.86**	*8,373.76*

footnote:

a. The loan of ₹ 208.37 have been secured by a first paripassu charge on stock (including raw material, finished goods and work in progress) and book debts (owed by Rallis India Limited).

b. The loan of ₹ 3,649.49 have been secured by a first charge by way of hypothecation of current assets and immovable property together with plant and machinery (owed by Metahelix Life Sciences Limited).

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8 Other Current Liabilities:

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
Other Liabilities		
i. Current maturity of long term borrowings		
Secured		
Term loans		
from banks (Refer note 4 a)	**204.84**	*154.61*
from others (Refer note 4 b)	**9.82**	*4.91*
Unsecured		
Sales Tax Deferral Scheme (Refer note 4 e)	**10.64**	*47.44*
Council of Scientific & Industrial Research Loan (Refer note 4 d)	**27.16**	*18.83*
Term loan from a bank (Unsecured)	**1,250.00**	*1,250.00*
ii. Interest accrued but not due on borrowings	**41.55**	*35.88*
iii. Unpaid / unclaimed dividends (Refer footnote)	**134.82**	*132.32*
iv. Other payables:		
Provident Fund and other employee deductions	**175.16**	*152.36*
Central Excise, Customs duty, Value Added Taxes (VAT) and Service Tax payable	**664.54**	*933.97*
Tax deducted at source	**178.05**	*305.36*
Customer Advances and Deposits	**8,233.73**	*6,182.13*
Other Liabilities	**200.38**	*-*
Creditors for Capital Purchases	**678.50**	*236.42*
Provision for contingency (Refer note no 32 b)	**50.00**	*50.00*
Total	**11,859.19**	*9,504.23*

footnote:

There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company except in cases wherein disputes relating to the ownership of the underlying shares have remained unresolved amounting to ₹ 0.13 lac.

9 Short-term Provisions:

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
a. Provision for employee benefits		
Compensated Absences	767.33	*675.02*
Supplemental Payments on Retirement (Refer note no 36)	198.48	*200.43*
b. Others		
Proposed Equity Dividend	4,861.72	*2,917.03*
Distribution Tax on Proposed Equity Dividend	989.73	*583.24*
Provision for Income Tax (net of advance tax)	611.13	*1,552.19*
Total	7,428.39	*5,927.91*

10 Fixed Assets:

₹ lac

	Gross Block (At Cost)				Accumulated Depreciation/Amortisation					Net Block
	As at 1 April 2015	Additions	Disposals/ write-off	As at 31 March, 2016	As at 1 April 2015	Depreciation charge for the year	On disposals/ write-off	Transition adjustment recorded against Surplus balance in Statement of Profit and Loss (refer note 38)	As at 31 March, 2016	As at 31 March, 2016
a Tangible Assets (Refer note 38)										
Freehold Land	**438.69**	**-**	**-**	**438.69**	**-**	**-**	**-**	**-**	**-**	**438.69**
	441.16	*-*	*2.47*	*438.69*	*-*	*-*	*-*	*-*	*-*	*438.69*
Leasehold Land (Refer footnote 5)	**5,158.73**	**-**	**-**	**5,158.73**	**413.36**	**98.47**	**-**	**-**	**511.83**	**4,646.90**
	4,645.98	*2,074.84*	*1,562.09*	*5,158.73*	*295.75*	*190.14*	*72.53*	*-*	*413.36*	*4,745.37*
Leasehold Improvements	**194.07**	**-**	**-**	**194.07**	**28.96**	**21.88**	**-**	**-**	**50.84**	**143.23**
	180.39	*13.68*	*-*	*194.07*	*8.11*	*20.85*	*-*	*-*	*28.96*	*165.11*
Buildings (Refer footnotes 1 & 2)	**16,633.71**	**566.89**	**27.80**	**17,172.80**	**3,722.96**	**532.17**	**28.45**	**-**	**4,226.68**	**12,946.12**
	16,074.51	*683.32*	*124.12*	*16,633.71*	*3,196.84*	*490.39*	*67.73*	*103.46*	*3,722.96*	*12,910.75*
Plant & Equipment (Refer footnote 4)	**38,291.06**	**5,156.42**	**319.75**	**43,127.73**	**18,848.53**	**2,737.42**	**264.84**	**-**	**21,321.11**	**21,806.62**
	36,865.72	*2,059.41*	*634.07*	*38,291.06*	*16,116.92*	*3,117.23*	*537.22*	*151.60*	*18,848.53*	*19,442.53*
Furniture and Fixtures	**825.96**	**70.18**	**6.74**	**889.40**	**486.43**	**93.03**	**6.74**	**-**	**572.72**	**316.68**
	868.56	*16.67*	*59.27*	*825.96*	*428.67*	*93.33*	*51.43*	*15.86*	*486.43*	*339.53*
Vehicles	**314.60**	**4.24**	**155.74**	**163.10**	**228.46**	**31.67**	**124.48**	**-**	**135.65**	**27.45**
	460.82	*-*	*146.22*	*314.60*	*268.45*	*64.84*	*106.77*	*1.94*	*228.46*	*86.14*
Office Equipment	**482.35**	**34.50**	**36.87**	**479.98**	**327.92**	**61.97**	**36.48**	**-**	**353.41**	**126.57**
	556.42	*17.90*	*91.97*	*482.35*	*204.91*	*101.49*	*64.16*	*85.68*	*327.92*	*154.43*
Total	**62,339.17**	**5,832.23**	**546.90**	**67,624.50**	**24,056.62**	**3,576.61**	**460.99**	**-**	**27,172.24**	**40,452.26**
	60,093.56	*4,865.82*	*2,620.21*	*62,339.17*	*20,519.65*	*4,078.27*	*899.84*	*358.54*	*24,056.62*	*38,282.55*
b. Intangible Assets										
I. Internally generated:	**1,989.18**	**48.20**	**-**	**2,037.38**	**1,275.33**	**295.36**	**-**	**-**	**1,570.69**	**466.69**
Product Registrations	*1,860.02*	*129.16*	*-*	*1,989.18*	*951.39*	*323.94*	*-*	*-*	*1,275.33*	*713.85*
II. Others:										
Goodwill	**163.63**	**-**	**-**	**163.63**	**163.63**	**-**	**-**	**-**	**163.63**	**-**
	163.63	*-*	*-*	*163.63*	*163.63*	*-*	*-*	*-*	*163.63*	*-*
Licences and Commercial Rights	**861.52**	**72.71**	**-**	**934.23**	**324.54**	**194.59**	**-**	**-**	**519.13**	**415.10**
	861.52	*-*	*-*	*861.52*	*109.16*	*215.38*	*-*	*-*	*324.54*	*536.98*
Computer software	**1,128.06**	**48.28**	**-**	**1,176.34**	**1,063.04**	**48.05**	**-**	**-**	**1,111.09**	**65.25**
	1,085.60	*42.46*	*-*	*1,128.06*	*1,032.79*	*30.25*	*-*	*-*	*1,063.04*	*65.02*
Technical Knowhow	**1,156.44**	**325.97**	**-**	**1,482.41**	**798.51**	**344.88**	**-**	**-**	**1,143.39**	**339.02**
	1,020.22	*136.22*	*-*	*1,156.44*	*488.12*	*310.39*	*-*	*-*	*798.51*	*357.93*
Total	**5,298.83**	**495.16**	**-**	**5,793.99**	**3,625.05**	**882.88**	**-**	**-**	**4,507.93**	**1,286.06**
	4,990.99	*307.84*	*-*	*5,298.83*	*2,745.09*	*879.96*	*-*	*-*	*3,625.05*	*1,673.78*
Total Fixed Assets	**67,638.00**	**6,327.39**	**546.90**	**73,418.49**	**27,681.67**	**4,459.49**	**460.99**	**-**	**31,680.17**	**41,738.32**
Previous Year	*65,084.55*	*5,173.66*	*2,620.21*	*67,638.00*	*23,264.74*	*4,958.23*	*899.84*	*358.54*	*27,681.67*	*39,956.33*

footnotes:

1. Cost of buildings includes cost of 60 shares (*Previous Year 60 shares*) of ₹ 50 each fully paid and cost of 7 shares (*Previous Year 7 shares*) of ₹ 100 each fully paid in respect of ownership flats in 8 (*Previous Year 8*) Co-operative Societies.
2. Buildings include assets carried at ₹ 1.00 lac (*Previous Year ₹ 1.07 lac*) where the conveyance in favour of the Company has not been completed.

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3. Fixed assets include assets carried at ₹ 784.90 lac (*Previous Year ₹ 863.09 lac*) which are held for disposal. The Management expects to recover amounts higher than the carrying value of these assets.
4. Plant and equipment includes plant and machinery , electrical equipments and installations , laboratory equipments and computers and data processing units.
5. Leasehold land include assets carried at ₹ 1,583.59 lacs (*Previous Year ₹ 1,600.22 lacs*), for which the Company has sought an extension for the fulfilment of pre-conditions of lease upon expiry of timeline.
6. Figures in Italics are for the previous year.

11 Non-current Investments:

₹ lac

	Nominal value (in ₹)	Number	As at 31 March, 2016	*As at 31 March, 2015*
A Trade Investments (Valued at cost less provision for other than temporary diminution)				
Unquoted equity instruments - Fully paid up:				
Aich Aar Chemicals Pvt. Ltd.	10	124,002	**9.31**	*9.31*
Biotech Consortium India Ltd.	10	50,000	**5.00**	*5.00*
Indian Potash Ltd.	10	54,000	**0.90**	*0.90*
Bharuch Enviro Infrastructure Ltd.	10	36,750	**3.68**	*3.68*
Narmada Clean Tech Ltd.(formerly known as Bharuch Eco-Aqua Infrastructure Ltd.	10	300,364	**30.04**	*30.04*
Cuddalore SIPCOT Industries Common Utilities Ltd.#	100	113	-	-
Patancheru Enviro-Tech Ltd.	10	10,822	**1.08**	*1.08*
Advinus Therapeutics Ltd.	10	18,286,000	**1,828.60**	*1,828.60*
			1,878.61	*1,878.61*
Less: Provision for other than temporary diminution in value			**9.31**	*9.31*
		A	**1,869.30**	*1,869.30*
B Other Investments (Valued at cost less provision for other than temporary diminution)				
a. Quoted investment in equity instruments - Fully paid up #				
Spartek Ceramics India Ltd.*	10	7,226	-	-
Nagarjuna Finance Ltd.*	10	400	-	-
Pharmaceuticals Products of India Ltd.*	10	10,000	-	-
Balasore Alloys Ltd.	5	504	-	-
J.K.Cement Ltd.	10	44	-	-
		B	-	-
b. Unquoted investment in equity instruments - Fully paid up				
Amba Trading & Manufacturing Company Private Ltd.	10	130,000	**53.32**	*53.32*
Associated Inds. (Assam) Ltd.#	10	30,000	-	-
Uniscans & Sonics Ltd.#	10	96	-	-
Caps Rallis (Private) Ltd. (Nominal value of Zim. $ 2 each)		2,100,000	**146.30**	*146.30*
			199.62	*199.62*
Less: Provision for other than temporary diminution in value			**199.62**	*199.62*
		C	-	-
Total		D= A+B+C	**1,869.30**	*1,869.30*
Aggregate Book Value of Investments:				
Unquoted - At cost less Provision for other than temporary diminution in value			**1,869.30**	*1,869.30*
Quoted - At cost less Provision for other than temporary diminution in value			-	-
			1,869.30	*1,869.30*

footnote:
Market value of quoted investments ₹ 0.38 lac (*Previous Year ₹ 0.37 lac*).
* Listed but not quoted
# Amount is less than ₹ 0.01 lac.

12 Long-term loans and advances:(Refer footnote)

(Unsecured, considered good unless otherwise stated)

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
Advance Income Tax (net of provision)	**7,220.09**	*8,072.44*
VAT credit receivable	**1,245.47**	*1,228.37*
Security Deposits	**990.84**	*649.15*
Claims Receivable	**323.19**	*388.13*
Prepaid Expenses	**88.00**	*-*
Capital Advances	**239.56**	*200.02*
MAT Credit Entitlement	**859.21**	*476.21*
Total	**10,966.36**	*11,014.32*

footnote:

Long-term loans and advances does not include any amount due from director, other officer of the Company or firms in which any director is a partner or private companies in which any director is a director or member.

13 Current investments:

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
Investments in Mutual Funds ("Current investments")		
(Lower of the cost and fair value)		
HDFC Cash Management Fund	**940.00**	*550.00*
Total	**940.00**	*550.00*

14 Inventories:

(Valued at the lower of cost and net realisable value)

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
a. Raw Materials and components (Including goods-in transit of ₹ 492.72 lac (*Previous year ₹ 1,516.57 lac*)	**9,975.58**	*11,043.89*
b. Work-in-progress (including intermidiate goods)	**3,136.79**	*3,028.03*
c. Finished goods (excluding finished goods traded in)	**21,855.50**	*20,196.41*
d. Stock in trade (in respect of goods acquired for trading)	**3,766.13**	*3,624.04*
e. Stores and spares	**192.89**	*146.38*
f. Packing Material	**1,557.00**	*1,381.69*
Total	**40,483.89**	*39,420.44*

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15 Trade Receivables: (Refer footnote)

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured, considered good	**29.59**	*8.09*
Unsecured, considered good	**2,327.89**	*2,067.27*
Unsecured, Doubtful of recovery	**948.86**	*713.72*
Less: Provision for doubtful trade receivables	**(948.86)**	*(713.72)*
	2,357.48	*2,075.36*
Other Trade receivables		
Secured, considered good	**379.29**	*115.37*
Unsecured, considered good	**16,924.97**	*22,584.15*
Unsecured, Doubtful of recovery	**17.56**	*-*
Less: Provision for doubtful trade receivables	**(17.56)**	*-*
	17,304.26	*22,699.52*
Total	**19,661.74**	*24,774.88*

footnote:

There are no amounts outstanding from directors , other officer of the Company or firms in which any director is a partner or private companies in which any director is a director or member.

16 Cash and bank balance:

(including other bank balances)

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
Cash and cash equivalents (as per AS-3 Cash Flow Statement)		
a. Balances with banks in current accounts	164.92	*136.45*
b. Cash on hand	5.07	*8.92*
c. Term Deposits with original maturity of less than 3 months	108.28	*7.37*
Total cash and cash equivalents (as per AS-3 Cash Flow Statement) (A)	278.27	*152.74*
Other Bank Balances (refer footnote)		
a. In other deposit accounts - original maturity more than 3 months	51.75	*68.99*
b. In earmarked accounts:		
i. Balances held for unpaid / unclaimed dividend accounts	134.82	*132.32*
ii. Bank deposits as margin money against bank guarantees	303.46	*362.61*
Total other bank balances (B)	490.03	*563.92*
Total (A + B)	768.30	*716.66*
footnote:		
Other deposit accounts include deposit with remaining maturity of more than 12 months from the balance sheet date.	49.89	*40.07*

17 Short-term loans and advances:*

(Unsecured, considered good unless otherwise stated)

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
a. Advances Recoverable in cash or in kind		
-Advances to employees	**239.58**	*166.39*
-Advances to suppliers	**2,442.82**	*1,001.15*
-Others	**199.02**	*550.67*
b. Advances/Deposits considered doubtful of recovery		
Doubtful	**3,903.68**	*3,903.68*
Less: Provision for doubtful loans and advances	**(3,903.68)**	*(3,903.68)*
c. Balances with Government Authorities		
-CENVAT credit receivable	**154.28**	*450.49*
-Service Tax credit receivable	**293.38**	*388.63*
-Others	**60.10**	*69.84*
d. Gratuity	**-**	*18.07*
e. Prepaid Expenses	**118.17**	*144.03*
Total	**3,507.35**	*2,789.27*

*Short-term loans and advances does not include any amount due from director , other officer of the Company or firms in which any director is a partner or private companies in which any director is a director or member.

18 Other current assets:

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
Interest accrued on Fixed deposit	**12.16**	*8.55*
Grants	**-**	*9.37*
Other receivable	**155.82**	*110.38*
Export benefits receivable	**395.35**	*132.37*
Total	**563.33**	*260.67*

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19 Revenue from Operations:

₹ lac

	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
Sale of products		
Own Manufactured Goods	**152,643.91**	*168,178.34*
Traded Goods	**18,378.86**	*22,273.10*
Subtotal (A)	**171,022.77**	*190,451.44*
Sale of services (B)	**40.56**	*88.68*
Other operating revenues		
Scrap and Sundry Sales	**403.76**	*573.76*
Export Incentives	**599.54**	*284.57*
Royalty Income	**229.51**	*190.63*
Others	**358.19**	*238.05*
Subtotal (C)	**1,591.00**	*1,287.01*
Revenue from Operations (Gross) (A)+(B)+(C)	**172,654.33**	*191,827.13*
Less: Excise duty	**9,867.97**	*10,368.97*
Total	**162,786.36**	*181,458.16*

20 Other Income:

₹ lac

	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
Interest Income on term and fixed deposits	**38.09**	*102.75*
Interest on loans and advances & others (includes interest on VAT refund)	**134.59**	*24.89*
Dividend income		
On current investments - others	**22.76**	*1.68*
On long term investments - others	**1.35**	*2.08*
Sundry Income (refer Note 39)	**1,169.12**	*284.48*
Total	**1,365.91**	*415.88*

21 Cost of materials consumed:

₹ lac

	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
Raw Materials Consumed		
Opening Stock	11,043.89	*10,027.91*
Add : Purchases	68,345.40	*82,964.74*
Less : Closing Stock	9,975.58	*11,043.89*
	69,413.71	*81,948.76*
Packing Materials Consumed	6,546.74	*6,274.83*
Total	75,960.45	*88,223.59*

22 Changes in inventories of finished goods, work-in-progress and stock-in-trade:

₹ lac

	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
Opening Stock		
Finished Goods - Own Manufactured	20,196.41	*16,135.80*
Finished Goods - Traded	3,624.04	*2,688.83*
Work in Progress	3,028.03	*2,566.41*
	26,848.48	*21,391.04*
Closing Stock		
Finished Goods - Own Manufactured	21,855.50	*20,196.41*
Finished Goods - Traded	3,766.13	*3,624.04*
Work in Progress	3,136.79	*3,028.03*
	28,758.42	*26,848.48*
Net (Increase)/ Decrease	(1,909.94)	*(5,457.44)*

23 Employee benefits expense:

₹ lac

	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
(a) Salaries and Wages	11,239.79	*11,017.14*
(b) Contribution to Provident and Other Funds (Refer Note No. 36)	669.37	*600.60*
(c) Gratuity (Refer Note No. 36)	255.34	*327.74*
(d) Staff welfare	1,077.11	*989.75*
Total	13,241.61	*12,935.23*

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24 Other expenses

₹ lac

	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
Freight, Handling and Packing	**6,303.62**	*6,479.80*
Processing	**2,139.36**	*1,981.44*
Changes in Excise Duty on Inventory of Finished Goods	**(22.27)**	*344.74*
Travelling	**1,913.00**	*1,892.51*
Power and Fuel	**4,790.23**	*6,193.95*
Brand Equity Contribution	**180.02**	*207.04*
Repairs and maintenance:		
to Machinery	**748.37**	*622.32*
to Buildings	**183.51**	*197.83*
Others	**470.50**	*448.96*
Stores and Spares Consumed	**483.53**	*523.98*
Rates and Taxes	**520.08**	*636.20*
Bad trade receivables	**-**	*619.60*
Cash Discount	**10,051.84**	*7,672.30*
Commission	**106.16**	*117.40*
Insurance	**245.54**	*224.36*
Rent	**1,726.89**	*1,613.86*
Bank Charges	**240.55**	*182.72*
Directors' Fees & Commission	**412.20**	*448.40*
Provision for Doubtful Debts/Advances	**262.07**	*144.10*
Less : Provision for doubtful debts written back	**-**	*(619.60)*
Selling Expenses	**4,327.32**	*5,804.81*
Legal and Professional	**864.78**	*774.73*
Loss on sale of Fixed Assets (net)	**147.82**	*85.01*
Net Loss on Foreign currency transactions and translation (other than considered as finance cost)	**476.21**	*439.00*
Other Expenses (Refer Note No. 28)	**6,105.74**	*5,045.99*
Total	**42,677.07**	42,081.45

25 Finance costs

₹ lac

	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
Interest expense on:		
Long-term borrowings	**291.95**	*350.35*
Short-term borrowings	**1,063.27**	*662.44*
Total	**1,355.22**	*1,012.79*

26 Contingent liabilities and Commitments (to the extent not provided for) (Also Refer Note 32):

(i) Contingent Liabilities:

The Group is involved in a number of appellate, judicial and arbitration proceedings (including those described below) concerning matters arising in the course of conduct of the Group's businesses. Some of these proceedings in respect of matters under litigation are in early stages, and in some other cases, the claims are indeterminate. A summary of claims asserted on the Group in respect of these cases have been summarised below.

Tax contingencies

Amounts in respect of claims asserted by various revenue authorities on the Company, in respect of taxes, which are in dispute, have been tabulated below:

₹ lac

Nature of Tax	As at 31 March, 2016	*As at 31 March, 2015*
Sales Tax	**1,868.71**	*1,836.30*
Excise Duty	**369.31**	*360.84*
Customs Duty	**144.10**	*144.10*
Income Tax	**6,764.94**	*8,520.32*
Service Tax	**81.06**	*113.06*
Property Cases	**47.36**	*47.36*

The management believes that the claims made are untenable and is contesting them. As of the reporting date, the management is unable to determine the ultimate outcome of above matters. However, in the event the revenue authorities succeed with enforcement of their assessments, the Group may be required to pay some or all of the asserted claims and the consequential interest and penalties, which would reduce net income and could have a material adverse effect on net income in the respective reported period.

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Amount in respect of other claims

₹ lac

Nature of Tax	As at 31 March, 2016	*As at 31 March, 2015*
Matters relating to Employee Benefits	**103.11**	*103.26*
Others	**387.71**	*320.56*

Management is generally unable to reasonably estimate a range of possible loss for proceedings or disputes other than those included in the estimate above, including where:

(i) plaintiffs / parties have not claimed an amount of money damages, unless management can otherwise determine an appropriate amount;

(ii) the proceedings are in early stages;

(iii) there is uncertainty as to the outcome of pending appeals or motions or negotiations;

(iv) there are significant factual issues to be resolved; and/or

(v) there are novel legal issues presented.

However, in respect of the above matters, management does not believe, based on currently available information, that the outcomes of the litigation, will have a material adverse effect on the Group's financial condition, though the outcomes could be material to the Group's operating results for any particular period, depending, in part, upon the operating results for such period.

(ii) Other Commitments

(A) Upon the acquisition of 20,953 equity shares of Metahelix Life Sciences Limited ("Metahelix") on 15 February 2016, the commitment of the Group in the form of put options granted to the erstwhile owners of 6,895 equity shares in Metahelix stand extinguished.

(B) Estimated amount of contract with minimum commitment for plant activity ₹ 1,955.00 lac (*Previous Year ₹ 816.00 lac*).

(C) Estimated amount of contracts remaining to be executed on capital account of tangible assets is ₹ 317.00 lac (*Previous Year ₹ 862.60 lac*) and Intangible assets is ₹ 105.00 lac (*Previous Year ₹ 274.27 lac*) against which advances paid aggregate ₹ 232.32 lac (*Previous Year ₹ 200.02 lac*).

(D) Capital commitment towards investment in joint venture in Indonesia ₹ 81.16 lac (USD 1,22,500) (*Previous Year: ₹ 122.50 lac (USD 1,96,000)*).

(E) During the year, the Company has agreed to assign its leasehold rights in a property at Turbhe Navi Mumbai, for a gross consideration of ₹ 21,393.00 lac to Ikea India Private Limited. The arrangement is subject to the Company obtaining necessary approvals under various regulations in respect of which the Company is liable to make payment aggregating to ₹ 9,778.19 lac against which the Company is entitled to reimbursement of ₹ 4,400.19 lac .

(F) For lease commitments and derivatives, refer note no 27 and 34 respectively.

27 The Company has procured motor vehicles and computer network under non-cancellable operating leases. Lease rent charged to the Statement of Profit and Loss during the year is ₹ 605.09 lac (*Previous Year ₹ 569.75 lac*) net of amount recovered from employees ₹ 26.73lac (*Previous Year ₹ 10.71 lac*). Disclosures in respect of non-cancellable leases are given below:

₹ lac

Particulars	As at 31 March, 2016	*As at 31 March, 2015*
a) Total of minimum lease payments	**1,259.62**	*1,029.02*
b) The total of future minimum lease payments under non-cancellable operating leases for a period:		
Not later than one year	**477.57**	*490.47*
Later than one year and not later than five years	**782.05**	*538.55*
c) Lease payments recognised in the statement of profit and loss for the year	**605.09**	*569.75*

The terms of operating lease do not contain any exceptional / restrictive covenants. Premises are taken by the Group on operating leases that are cancellable.

28 Other Expenses include Auditors' Remuneration as under: ₹ lac

Particulars	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
(a) To statutory auditors		
For audit	**69.96**	*69.89*
For taxation matters	**52.98**	*25.49*
For other services *	**62.50**	*40.10*
Reimbursement of expenses	**2.96**	*3.95*
(b) To cost auditors for cost audit	**7.00**	*7.00*

Service tax which is being claimed for set-off as input credit has not been included in the expenditure above.
*exclude ₹ 33.00 lac (*Previous Year ₹ 11.90 lac*)paid to network firms.

29 The Group has incurred the following expenses on research and development activity:

₹ lac

Particulars	For the year ended 31 March, 2016	*For the year ended 31 March, 2015*
On tangible fixed assets	**299.33**	*211.99*
On items which have been expensed during the year		
- Materials	**260.41**	*189.75*
- Employee benefits expense	**1,370.84**	*1,148.57*
- Professional fees	**35.63**	*45.57*
- Consumables	**96.25**	*94.02*
- Finance Costs	**1.80**	*2.61*
- Travelling expenses	**90.69**	*103.13*
- Rent	**35.19**	*32.12*
- Depreciation and amortisation expense	**503.80**	*562.23*
- Others	**395.18**	*318.20*
Expenses - External Agency	**76.72**	*46.28*
Total	**3,165.84**	2,754.47

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During the year the Company has also incurred ₹ 1,365.10 lac (*Previous Year ₹ 886.48 lac*) towards capital research and development expenditure which is included under Intangible Assets under Development. The total amount included in Intangible Assets under Development as at 31 March 2016 is ₹ 2,640.40 lac (*Previous Year ₹ 1,873.27 lac*).

footnote:

The above figures include the amounts based on separate accounts for the Research and Developments ("R&D") Centre recognised by the Department of Scientific & Industrial Research ("DSIR"), Ministry of Science and Technology for in-house research (consonance with the DSIR guidelines for in-house R & D Centre will be evaluated at the time of filing the return with DSIR).

30 Deferred tax assets and liabilities:

The components of deferred tax assets and liabilities are as under:

₹ lac

Particulars	As at 31 March, 2016	*As at 31 March, 2015*
Deferred Tax Assets		
On Provision against debts and advances	**1,474.49**	*1,436.08*
On Employee and other related costs	**210.61**	*274.60*
On other items	-	*24.52*
Total	**1,685.10**	*1,735.20*
Deferred Tax Liabilities		
On fiscal allowance on fixed assets	**5,296.74**	*5,047.32*
On other items	**265.25**	*253.83*
Total	**5,561.99**	***5,301.15***
Net Deferred Tax Liability Recognised	**(3,876.89)**	***(3,565.95)***

31 Segment Reporting

The Group has determined its business segment as "Agri - Inputs" comprising of Pesticides, Plant Growth Nutrients and Seeds. The other business segment comprises "Polymer" and is non reportable.

a. Primary Segment Information

₹ lac

Particulars	Business Segments		Total
	Agri - Inputs	Others (non-reportable)	
REVENUE			
Total External Revenue	158,642.57	2,512.23	161,154.80
	176,692.21	*3,390.26*	*180,082.47*
Total Inter-Segment Revenue	-	-	-
Segment Revenue	158,642.57	2,512.23	161,154.80
	176,692.21	*3,390.26*	*180,082.47*
Total Revenue (A)			161,154.80
			180,082.47

Particulars	Business Segments		Total
	Agri - Inputs	Others(non-reportable)	
Segment Results (B)	18,435.28	238.14	18,673.42
	22,872.03	*233.52*	*23,105.55*
Unallocable Income (Net of unallocable expenses)			1,250.13
			66.06
Operating Profit			19,923.55
			23,171.61
Finance costs			1,355.22
			1,012.79
Profit before taxation			18,568.33
			22,158.82
Tax Expense			(3,895.73)
			(6,178.72)
Profit for the year before Minority Interest			14,672.60
			15,980.10
OTHER INFORMATION			
ASSETS			
Segment Assets (C)	137,154.01	1,820.93	138,974.94
	130,107.62	*1,925.29*	*132,032.91*
Unallocated assets			11,486.91
			11,547.79
Total Assets			150,461.85
			143,580.70
LIABILITIES			
Segment Liabilities (D)	38,937.31	57.22	38,994.53
	37,598.82	*427.02*	*38,025.84*
Unallocated Liabilities			21,189.61
			23,095.15
Total Liabilities (excluding Minority Interest)			60,184.14
			61,120.99
CAPITAL EXPENDITURE			
Total cost incurred during the year to acquire segment assets (E)	7,449.68	-	7,449.68
	6,053.27	-	*6,053.27*
Total cost incurred during the year to acquire assets			7,449.68
			6,053.27
DEPRECIATION			
Segment Depreciation (F)	4,346.10	113.39	4,459.49
	4,832.36	*125.87*	*4,958.23*
Unallocated Depreciation			-
			-
Total Depreciation			*4,459.49*
			4,958.23

Particulars	Business Segments		Total
	Agri - Inputs	Others(non-reportable)	
NON CASH EXPENSES			
Segment Non-cash expenses other than Depreciation & Amortisation (G)	257.40	-	257.40
	507.92	-	*507.92*
Total Non-cash Expenses			257.40
			507.92

Figures in italics are for the previous year.

b. Secondary Segment Information

₹ lac

	As at 31 March, 2016	*As at 31 March, 2015*
1. Segment Revenue		
a. India	**121,150.20**	*1,29,859.13*
b. Outside India	**40,004.60**	*50,223.34*
Total	**161,154.80**	*1,80,082.47*
2. Segment Assets		
a. India	**1,31,872.53**	*1,21,944.17*
b. Outside India	**7,102.41**	*10,088.74*
Total	**1,38,974.94**	*1,32,032.91*

footnotes:

(i) Segment Revenue includes Sales of Products less Excise Duty.

(ii) Unallocable assets include Investments, Advance Income Tax, Advance Fringe Benefit Tax, Interest Accrued on Investments and Fixed Deposits.

(iii) Unallocable liabilities includes Long Term Borrowings (includes current maturities on long-term debt), Short Term Borrowings, Provisions for Equity Dividend and tax thereon, Provision for Supplemental Payments, Provision for Income and Fringe Benefit Tax, MAT credit and Deferred tax liabilities.

(iv) Unallocable income includes income from investment activities.

(v) Unallocable expenditure includes charge in respect of Supplemental Payments on retirement valued on actuarial basis.

32 (a) Other Liabilities include provision held in respect of indirect tax matters in dispute:

While denying liabilities, on an evaluation of each of its disputed claims, the Group holds an overall provision for contingency in respect of certain indirect tax matters in dispute which, as at the year-end, aggregates ₹ 193.82 lac (previous year ₹ 193.82 lac) and for other matters ₹ 50.00 lac (previous year ₹ 50.00 lac). The movement during the year is as under:

₹ lac

Particulars	As at 31 March, 2016	*As at 31 March, 2015*
Opening Balance as at 1 April	**193.82**	*193.82*
Additional provisions made during the year	-	-
Total	**193.82**	*193.82*
Payments made adjusted against above sum	-	-
Closing Balance as at 31 March	**193.82**	*193.82*

(b) Other current liabilities Provision for Contingencies for claims in business operation :

₹ lac

Particulars	As at 31 March, 2016	*As at 31 March, 2015*
Opening Balance as at 1 April	**50.00**	*50.00*
Additional provisions made during the year	-	-
Total	**50.00**	*50.00*
Payments made adjusted against above sum	-	-
Closing Balance as at 31 March	**50.00**	*50.00*

Due to the numerous uncertainties and variables associated with certain assumptions and judgments, and the effects of changes in the regulatory and legal environment, both the precision and reliability of the resulting estimates of the related contingencies are subject to substantial uncertainties. The Company regularly monitors its estimated exposure to such loss contingencies and as additional information becomes known, may change its estimates significantly. However, no estimate of the range of any such change can be made at this time.

33 Earnings per Share:

₹ lac

Particulars	As at 31 March, 2016	*As at 31 March, 2015*
Profit for the year (after adjustment of minority interest)	**14,302.74**	*15,722.14*
Weighted average numbers of Equity Shares for Basic / Diluted EPS (Nos)	**194,468,890**	*194,468,890*
Nominal Value of Equity Per Share (in ₹)	**1.00**	*1.00*
Basic / Diluted Earning Per Share (in ₹)	**7.35**	*8.08*

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34 Foreign Currency Exposures :

The Group, in accordance with its risk management policies and procedures, enters into foreign currency forward contracts and currency option contracts to manage its exposure in foreign exchange rate variations. The counter party is generally a bank. These contracts are for a period between one day and four years.

(a) Derivative Instruments:

The Group uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to accounts receivable, accounts payable and foreign currency loan. The use of foreign currency forward contracts is governed by the Group's strategy approved by the Board of Directors, which provide principles on the use of such forward contracts consistent with the Group's Risk Management Policy. The Group does not use forward contracts for speculative purposes.

The following forward exchange contracts are outstanding as at balance sheet date:

Particulars	As at 31 March, 2016			*As at 31 March, 2015*		
	Number of Contracts	₹ lac	Foreign Currency in lac	*Number of Contracts*	*₹ lac*	*Foreign Currency in lac*
Payables	2	1,405.30	JPY 2,532.00	*3*	*404.49*	*JPY 776.00*
Foreign Currency Loan	19	2,654.61	USD 37.62	-	-	-

Note: USD = US Dollar; JPY = Japanese Yen.

(b) The year end foreign currency exposures that were not hedged by a derivative instrument or otherwise are given below.

i) Amounts receivable in foreign currency on account of the following:

Particulars	As at 31 March, 2016		*As at 31 March, 2015*	
	₹ lac	Foreign Currency in lac	*₹ lac*	*Foreign Currency in lac*
Exports of goods and services	7,798.39	USD 116.97	*10,088.74*	*USD 161.14*
		EUR 0.64		*EUR 0.26*

ii) Amounts payable in foreign currency on account of the following: -

Particulars	As at 31 March, 2016		*As at 31 March, 2015*	
	₹ lac	Foreign Currency in lac	*₹ lac*	*Foreign Currency in lac*
Imports of goods and services	6,984.53	USD 82.61	*8,686.51*	*USD 132.30*
		JPY 2,559.01		*JPY 800.01*
		EUR 0.03		*EUR 0.01*

Note: USD = US Dollar; EUR = Euro; JPY = Japanese Yen.

35 **Related Party Disclosures :**

Disclosure as required by Accounting Standard (AS) - 18 "Related Party Disclosures" as prescribed under section 133 of the Companies Act, 2013.

(a) Names of the related parties and description of relationship:

(i) Holding Company : Tata Chemicals Ltd.

(ii) Key Management Personnel : V.Shankar Managing Director & Chief Executive Officer

(b) Details of Transactions:

₹ lac

Nature of Transactions	Holding Company	Key Management Personnel	Total
Purchase of Goods	579.49	-	579.49
	485.05	-	*485.05*
Sales of Goods	5,236.74	-	5,236.74
	5,664.01	-	*5,664.01*
Services Received	15.81	-	15.81
	46.01	-	*46.01*
Other Expenses	111.72	-	111.72
	74.82	-	*74.82*
Dividend Paid (Equity)	1,460.12	-	1,460.12
	2,336.20	-	*2,336.20*
Debit Balance outstanding as at year end - Other Receivables	431.10	-	431.10
	471.47	-	*471.47*
Credit Balance outstanding as at year end - Other Payables	462.28	-	462.28
	13.16	-	*13.16*
Remuneration Paid :			
V.Shankar Managing Director & Chief Executive Officer	-	354.80	354.80
	-	*367.07*	*367.07*

Figures in italics are for the previous year.

36 **Employee Benefit Obligations:**

Defined–Benefits Plans:

The Group offers its employees defined-benefit plans in the form of a gratuity scheme (a lump sum amount) and a supplemental pay scheme (a life long pension). The gratuity scheme covers substantially all regular employees, while supplemental pay plan covers certain executives. In the case of the gratuity scheme, the Group contributes funds to Gratuity Trust, which is irrevocable, while the supplemental pay scheme is not funded. Commitments are actuarially determined at year-end. The actuarial valuation is done based on "Projected Unit Credit" method. Gains and losses of changed actuarial assumptions are charged to the Statement of profit and loss.

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The net value of the defined-benefit obligation (DBO) is detailed below:

₹ lac

Particulars	Gratuity (Funded Plan)	Supplemental Pay (Unfunded Plan)	Total	*Gratuity (Funded Plan)*	*Supplemental Pay (Unfunded Plan)*	*Total*
	As at 31 March, 2016			*As at 31 March, 2015*		
Present Value of DBO	**2,487.98**	**1,693.17**	**4,181.15**	*2,199.46*	*1,725.06*	*3,924.52*
Fair Value of Plan Assets	**2,287.75**	**-**	**2,287.75**	*1,902.25*	*-*	*1,902.25*
Net liability in the consolidated balance sheet*	**200.23**	**1,693.17**	**1,893.40**	*297.21*	*1,725.06*	*2,022.27*

* Includes fund balance of ₹ Nil (*Previous Year ₹ 18.07 lac*)

Changes in Defined Benefit Obligation during the year :

₹ lac

Particulars	Gratuity (Funded Plan)	Supplemental Pay (Unfunded Plan)	Total	*Gratuity (Funded Plan)*	*Supplemental Pay (Unfunded Plan)*	*Total*
	As at 31 March, 2016			*As at 31 March, 2015*		
Present value of DBO as at 1st April	**2,199.46**	**1,725.06**	**3,924.52**	*1,701.82*	*1,522.23*	*3,224.05*
Current Service Cost	**230.09**	**-**	**230.09**	*173.97*	*-*	*173.97*
Interest Cost	**174.91**	**137.49**	**312.40**	*159.29*	*142.93*	*302.22*
Benefits Paid	**(142.07)**	**(147.68)**	**(289.75)**	*(93.59)*	*(147.28)*	*(240.87)*
Actuarial (gain) / loss	**25.59**	**(21.70)**	**3.89**	*257.97*	*207.18*	*465.15*
Present value of DBO as at 31 March	**2,487.98**	**1,693.17**	**4,181.15**	*2,199.46*	*1,725.06*	*3,924.52*

Changes in fair value of plan assets during the year: Gratuity :

₹ lac

Particulars	**As at 31 March, 2016**	*As at 31 March, 2015*
Opening balance as at 1st April	1,902.25	*1,631.96*
Expected return on plan assets	151.10	*142.18*
Contributions by the Group	352.32	*100.39*
Benefits Paid	(142.07)	*(93.59)*
Actuarial gain / (loss)	24.15	*121.31*
Closing balance as at 31 March	2,287.75	*1,902.25*

Details of Plan assets is as follows : ₹ lac

Particulars	As at 31 March, 2016	As at 31 March, 2015
Debentures	700.09	406.79
Government Securities	959.92	915.93
Deposits, Money market Securities & Other Assets	128.23	156.5
Equity	1.81	-
Other – Fund managed by other insurer whose pattern of investment is not available with the Company	494.74	419.58
Others	2.96	3.45
Total Asset	2,287.75	1,902.25

The plan assets are managed by the Gratuity Trust formed by the Company. The Management of funds is entrusted with the Life Insurance Corporation of India and HDFC Standard Life Insurance Company Limited.

Actual return on plan assets: - Gratuity ₹ lac

Particulars	As at 31 March, 2016	As at 31 March, 2015
Expected return on plan assets	151.10	142.18
Actuarial gain / (loss)	24.15	121.30
Actual return on plan assets	175.25	263.48

Components of employer's expense: ₹ lac

Particulars	Gratuity (Funded Plan)	Supplemental Pay (Unfunded Plan)	Total	Gratuity (Funded Plan)	Supplemental Pay (Unfunded Plan)	Total
	As at 31 March, 2016			As at 31 March, 2015		
Current service cost	**230.09**	-	**230.09**	173.97	-	173.97
Past service cost	-	-	-	-	-	-
Interest cost	**174.91**	**137.49**	**312.40**	159.29	142.93	302.22
Expected return on plan assets	**(151.10)**	-	**(151.10)**	(142.18)	-	(142.18)
Net actuarial (gain) / loss	**1.44**	**(21.70)**	**(20.26)**	136.66	207.18	343.84
Expenses charged to the consolidated statement of profit and loss	**255.34**	**115.79**	**371.13**	327.74	350.11	677.85

Actuarial assumptions

The actuarial calculations used to estimate defined benefit commitments and expenses are based on the following assumptions which if changed, would affect the defined benefit commitment's size, funding requirements and pension expense.

Particulars	As at 31 March, 2016	As at 31 March, 2015
Rate for discounting liabilities	7.60% to 8.04% p.a.	7.80% to 7.97% p.a.
Expected salary increase rate	8.00% p.a.	8.00% p.a.
Expected return on plan assets	7.80% to 8.04% p.a.	7.97% to 9.00% p.a.
Mortality rates	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate

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The estimates of future salary increases, considered in the actuarial valuation, take into account inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations.

Experience adjustments:

(a) Gratuity:

₹ lac

Particulars	**2015-16**	*2014-15*	*2013-14*	*2012-13*	*2011-12*
Present value of DBO	2,487.98	*2,199.46*	*1,701.82*	*1,683.19*	*1,508.11*
Fair Value of Plan asset	2,287.75	*1,902.25*	*1,631.96*	*1,540.00*	*1,238.35*
Surplus/(Deficit)	(200.23)	*(297.21)*	*(69.86)*	*(143.19)*	*(269.76)*
Experience adjustment on plan assets gain /(loss)	21.79	*117.29*	*(57.68)*	*42.19*	*(72.64)*
Experience adjustment on plan liabilities (gain)/ loss	(4.05)	*257.97*	*44.90*	*(29.08)*	*(92.98)*

(b) Supplemental Pay:

₹ lac

Particulars	**2015-16**	*2014-15*	*2013-14*	*2012-13*	*2011-12*
Present value of DBO	1,693.17	*1,725.06*	*1,522.23*	*1,577.46*	*1,494.66*
Experience adjustment on plan liabilities (gain)/ loss	(13.98)	*207.18*	*(226.12)*	*53.91*	*(61.52)*

Particulars	**As at 31 March, 2016**	*As at 31 March, 2015*
Actuarial assumptions for compensated absences		
Rate for discounting liabilities	8.04% p.a.	*7.97% p.a.*
Expected salary increase rate	8.00% p.a.	*8.00% p.a.*
Retirement Age (in years)	60	*60*
Mortality rates	Indian Assured Lives Mortality (2006-08) Ultimate	*Indian Assured Lives Mortality (2006-08) Ultimate*

Defined-Contribution Plans:

The Group makes Provident Fund contributions to defined contribution retirement benefit plans for eligible employees. Under the scheme, the Group is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions as specified under the law are paid to the provident fund set up as a trust by the Group in case of certain locations. The Group is liable for contributions and any deficiency compared to interest computed based on the rate of interest declared by the Central Government under the Employees' Provident Fund Scheme, 1952 and recognises, if any, as an expense in the year it is determined.

As of 31 March, 2016, the fair value of the assets of the fund and the accumulated members' corpus is ₹ 4,921.26 lac and ₹ 4,882.37 lac respectively. There is no deficiency as the present value of the expected future earnings on the fund is greater than the expected amount to be credited to the individual members based on the expected guaranteed rate of interest.

Amount recognised as expense and included in Note No.23 - "Contribution to Provident and Other Funds" - ₹ 669.37 lac (*Previous year ₹ 600.60 lac*).

37 Additional information realted to the subsidiaries considered in the preparation of Consolidated Financial Statements.

₹ lac

Particulars	As at 31 March, 2016		For the year ended 31 March, 2016		*As at 31 March, 2015*		*For the year ended 31 March, 2015*	
	Net assets*		Share of profit or loss		*Net assets**		*Share of profit or loss*	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	*As % of consolidated net assets*	*Amount*	*As % of consolidated profit or loss*	*Amount*
Parent								
Rallis India Ltd.	**96.27**	**86,546.04**	**88.11**	**12,601.97**	*97.97*	*79,795.52*	*92.49*	*14,541.71*
Subsidiaries								
Metahelix Life Sciences Ltd.	**5.96**	**5,354.83**	**14.42**	**2,061.88**	*4.04*	*3,292.95*	*10.52*	*1,653.85*
Zero Waste Agro Organics Ltd.	**1.58**	**1,421.09**	**0.25**	**36.33**	*1.71*	*1,394.97*	*(0.83)*	*(130.75)*
Rallis Chemistry Exports Ltd.#	**(0.02)**	**(16.03)**	**(0.00)**	**(0.63)**	*(0.02)*	*(15.41)*	*(0.00)*	*(0.49)*
Minority Interests in all subsidiaries	**(0.42)**	**(374.74)**	**(2.59)**	**(369.86)**	*(1.24)*	*(1,008.03)*	*(1.64)*	*(257.96)*
	103.37	**92,931.19**	**100.19**	**14,329.69**	*102.46*	*83,460.00*	*100.54*	*15,806.36*
Adjustments arising out of Consolidation	**(3.37)**	**(3,028.22)**	**(0.19)**	**(26.95)**	*(2.46)*	*(2,008.32)*	*(0.54)*	*(84.22)*
Consolidated Net Assets / Profit after tax	**100.00**	**89,902.97**	**100.00**	**14,302.74**	*100.00*	*81,451.68*	*100.00*	*15,722.14*

*Net assets = total assets minus total liabilities

less than 0.01%

38 The previous year, pursuant to the notification of Schedule II to the Companies Act, 2013 with effect from April 1, 2014, the Group has also revised the estimated useful life of some of its assets to align the useful life with those specified in Schedule II. The details of previously applied depreciation method, rates / useful life are as follows:

Asset	**Previous depreciation rate**	**Revised useful life**
Buildings, Factory Buildings ,etc.	3.34%	3 years to 60 years
Computers and Data Processing Units	16.21%	3 years to 10 years
Electrical Installations and Equipments	4.75%	10 years to 15 years
Laboratory Equipments	4.75%	10 years to 15 years
Office Equipments	4.75%	3 years to 10 years
Furniture and Fixtures	6.33%	3 years to 10 years
Vehicles	9.50%	8 years

Pursuant to the transition provisions prescribed in Schedule II to the Companies Act, 2013, the Group has fully depreciated the carrying value of assets , net of residual value, where the remaining useful life of the asset was determined to be Nil as on 1 April, 2014, and has adjusted an amount of ₹ 236.63 lac (net of deferred tax of ₹ 121.92 lac) against the opening Surplus balance in the Statement of Profit and Loss under Reserves and Surplus.

The depreciation expense in the Statement of Profit and Loss for the previous year is higher by ₹ 501.65 lac consequent to the change in the useful life of the assets.

Rallis India Limited

39 The company's subsidiary Metahelix Life Sciences Ltd. has received a sum of ₹ 681.26 lac towards compensation for extinguishment of rights.

40 Trade Payable includes amount payable to Micro, Small and Medium Enterprises as follows:

₹ lac

	Particulars	**As at 31 March, 2016**	*As at 31 March, 2015*
(i)	Principal amount remaining unpaid to any supplier as at the end of the accounting year*	**433.73**	*701.28*
(ii)	Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	*0.22*
(iii)	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	**0.34**	*0.12*
(iv)	The amount of interest due and payable for the year	**0.12**	*0.34*
(v)	The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(vi)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

* Out of above amount overdue is ₹ Nil (Previous year: ₹ 698.34 lac)

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

41 Previous year's figures have been regrouped / restated wherever necessary to conform to the classification of the current year.

For and on behalf of the Board of Directors

B. D. BANERJEE
E. A. KSHIRSAGAR
PRAKASH R. RASTOGI
BHARAT VASANI *Directors*
R. MUKUNDAN
Y. S. P. THORAT
PUNITA KUMAR-SINHA

BHASKAR BHAT *Chairman*

V. SHANKAR *Managing Director & Chief Executive Officer*

ASHISH MEHTA *Chief Financial Officer*

P. S. MEHERHOMJI *Company Secretary*

Mumbai, 26 April, 2016

Form No. SH-13

Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014]

To,
Rallis India Limited
156/157 15th Floor Nariman Bhavan
227 Nariman Point Mumbai 400 021

I/We______________________ the holder(s) of the securities, particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S –
- (a) Name:
- (b) Date of Birth:
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail Id. & Telephone No.:
- (h) Relationship with the security holder(s):

(3) IN CASE NOMINEE IS A MINOR –
- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY –
- (a) Name:
- (b) Date of Birth:
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail Id. & Telephone No.:
- (h) Relationship with the security holder(s):
- (i) Relationship with the minor nominee:

Name(s) and Address of Security holder(s) Signature(s)

Name and Address of Witness Signature

Form No. SH-14

Cancellation or Variation of Nomination

[Pursuant to sub-section (3) of Section 72 of the Companies Act, 2013 and Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014]

To,
Rallis India Limited
156/157 15th Floor Nariman Bhavan
227 Nariman Point Mumbai 400 021

I/We hereby cancel the nomination(s) made by me/us in favour of ___________________ (name(s) and address of the nominee) in respect of the below mentioned securities.

Or

I/We hereby nominate the following person in place of__________________________as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my / our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled / varied)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) (a) PARTICULARS OF THE NEW NOMINEE/S –
i. Name:
ii. Date of Birth:
iii. Father's / Mother's / Spouse's name:
iv. Occupation:
v. Nationality:
vi. Address:
vii. E-mail Id. & Telephone No.:
viii. Relationship with the security holder:

(b) IN CASE NEW NOMINEE IS A MINOR –
i. Date of birth:
ii. Date of attaining majority:
iii. Name of guardian:
iv. Address of guardian:

(3) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY –
i. Name:
ii. Date of Birth:
iii. Father's / Mother's / Spouse's name:
iv. Occupation:
v. Nationality:
vi. Address:
vii. E-mail id. & Telephone No.:
viii. Relationship with the security holder(s):
ix. Relationship with the minor nominee:

Name(s) and Address of Security holder(s) Signature(s)

Name and Address of Witness Signature

To,
TSR Darashaw Ltd.
Unit: Rallis India Limited
6-10 Haji Moosa Patrawala Industrial Estate,
20 Dr. E. Moses Road, Mahalaxmi,
Mumbai 400 011.

Updation of Shareholder Information

I/ We request you to record the following information against our Folio No.:

General Information:

Folio No.:	
Name of the first named Shareholder:	
PAN: *	
CIN/ Registration No.: * (applicable to Corporate Shareholders)	
Tel No. with STD Code:	
Mobile No.:	
Email Id:	

*Self attested copy of the document(s) enclosed

Bank Details:

IFSC: (11 digit)	MICR: (9 digit)
Bank A/c Type:	Bank A/c No.: *
Name of the Bank:	
Bank Branch Address:	

* A blank cancelled cheque is enclosed to enable verification of bank details

I/ We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/ We would not hold the Company/ RTA responsible. I/ We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/ We understand that the above details shall be maintained by you till I/We hold the securities under the above mentioned Folio No.

Place:

Date:

Signature of Sole/ First holder

RALLIS INDIA LIMITED

Corporate Identity No. L36992MH1948PLC014083

REGISTERED OFFICE 156/157 15TH FLOOR NARIMAN BHAVAN 227 NARIMAN POINT MUMBAI 400 021

Tel. No.: 91 22 6665 2700 Fax No.: 91 22 6665 2827 E-mail address: investor_relations@rallis.co.in Website: www.rallis.co.in

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	:
Registered Address	:
E-mail Id	:
Folio No./ DP ID-Client ID No.	:

I/ We, being the Member(s) of _ _ _ _ _ _ _ _ _ _ _shares of the above named Company, hereby appoint:

(1) Name: _ Address: _

E-mail Id: _ Signature: _or failing him;

(2) Name: _ Address: _

E-mail Id: _ Signature: _or failing him;

(3) Name: _ Address: _

E-mail Id: _ Signature: _

as my/ our Proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the SIXTY-EIGHTH ANNUAL GENERAL MEETING of the Company, to be held on Friday, the 24th June, 2016 at 3.00 pm at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020 and at any adjournment thereof in respect of the following resolutions:

Resolution No.	Resolution
Ordinary Business	
1.	Adoption of Audited Financial Statements, Board's and Auditors' Reports for the financial year ended 31st March, 2016
2.	Adoption of Audited Consolidated Financial Statements and Auditors' Report for the financial year ended 31st March, 2016
3.	Declaration of dividend for the year 2015-16 on Equity Shares
4.	Re-appointment of Mr. R. Mukundan, who retires by rotation
5.	Ratification of appointment of Statutory Auditors and fixing their remuneration
Special Business	
6.	Appointment of Mr. Bhaskar Bhat as Director
7.	Ratification of Cost Auditors' remuneration

Signed this _ day of _2016

Signature of Shareholder: _

Signature of Proxy holder _

Affix
Revenue
Stamp

NOTES:

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, at 156/157 15th Floor Nariman Bhavan 227 Nariman Point Mumbai 400 021, not less than FORTY-EIGHT (48) HOURS before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the SIXTY-EIGHTH ANNUAL GENERAL MEETING of the Company.

FINANCIAL STATISTICS

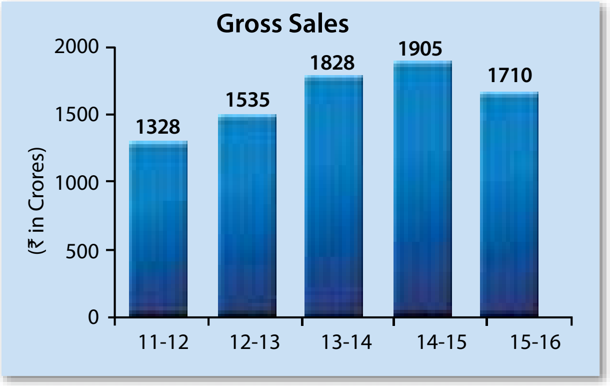
₹ Lacs

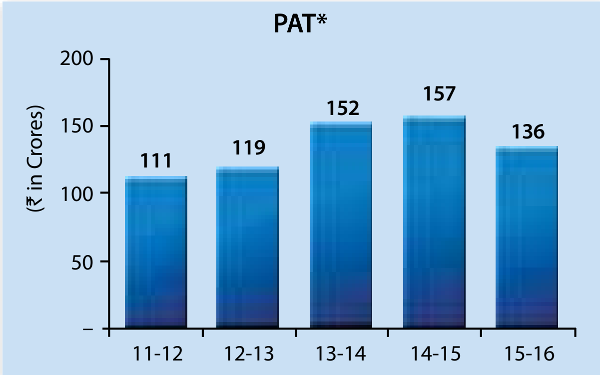
Year-end Financial Position	2016	2015	2014	2013	2012	2011	2010	2009	2008	2007
Net Fixed Assets	**41,489**	**3 8,722**	41,079	40,011	40,394	38,445	26,478	18,766	14,787	14,411
Deferred Tax Asset/(Liability)	**(3,877)**	**(3,566)**	(3,301)	(2,864)	(1,308)	(323)	535	1,016	1,323	1,222
Investments	**30,496**	**23,162**	21,878	19,348	18,094	15,193	14,028	13,615	5,551	3,173
Total	**68,108**	**58,318**	**59,656**	**56,495**	**57,180**	**53,315**	**41,040**	**33,397**	**21,661**	**18,806**
Current Assets	**54,226**	**61,614**	50,642	47,232	44,416	42,453	32,450	34,727	33,431	31,551
Current Liabilities	**32,426**	**32,244**	34,990	33,149	34,672	36,197	30,400	25,914	20,022	25,914
Net Current Assets	**21,801**	**29,369**	**15,652**	**14,083**	**9,744**	**6,257**	**2,050**	**8,813**	**13,409**	**5,637**
TOTAL CAPITAL EMPLOYED	**89,909**	**87,687**	**75,308**	**70,578**	**66,924**	**59,572**	**43,090**	**42,210**	**35,070**	**24,443**
Capital										
-Preference				-	-	-	-	8,800	8,800	8,800
-Equity	**1,945**	**1,945**	1,945	1,945	1,945	1,945	1,296	1,198	1,198	1,198
Total	**1,945**	**1,945**	**1,945**	**1,945**	**1,945**	**1,945**	**1,296**	**9,998**	**9,998**	**9,998**
Reserves	**84,601**	**77,851**	69,380	60,204	53,420	48,391	40,983	24,869	20,755	11,179
Less: Debit Balance in Profit & Loss A/c.	-	-	-	-	-	-	-	-	-	-
Less: Miscellaneous Expenditure	-	-	-	-	-	-	-	713	73	214
Net Worth	**86,546**	**79,796**	**71,324**	**62,149**	**55,365**	**50,336**	**42,279**	**34,155**	**30,681**	**20,963**
Borrowings										
-Short term	**208**	**4,277**	1,642	-	3,122	972	161	2,455	3,604	2,541
-Long term	**3,387**	**3,261**	2,341	8,429	8,437	8,265	650	5,600	786	938
Total	**3,595**	**7,538**	**3,983**	**8,429**	**11,559**	**9,236**	**811**	**8,055**	**4,389**	**3,479**
TOTAL SOURCES	**90,141**	**87,333**	**75,308**	**70,578**	**66,924**	**59,572**	**43,090**	**42,210**	**35,070**	**24,443**
Summary of Operations										
Sales (including Excise)	**1,38,956**	**1,60,181**	1,61,296	1,40,114	1,23,494	1,12,764	93,349	90,683	73,966	67,680
Other Income (Including Operating Income)	**1,907**	**1,481**	2,636	2,889	3,263	3,436	2,882	2,262	11,163	8,378
Total Income	**1,40,864**	**1,61,662**	**1,63,932**	**1,43,003**	**1,26,757**	**1,16,199**	**96,231**	**92,946**	**85,129**	**76,058**
Expenses										
Materials consumed	**73,558**	**88,453**	93,334	83,419	70,893	62,824	50,339	50,557	40,844	40,339
Personnel cost	**10,203**	**10,354**	8,869	7,784	8,033	6,958	7,498	7,274	6,135	5,520
Excise duty	**9,868**	**10,369**	10,272	9,480	7,882	8,230	6,000	7,291	6,847	5,475
Finance Cost	**792**	**479**	805	1,251	1,037	332	267	326	409	1,089
Depreciation	**3,881**	**4,459**	3,597	2,881	2,711	1,716	1,831	2,295	2,007	3,100
Other expenses	**26,064**	**26,974**	26,150	20,853	19,473	17,782	15,076	14,603	14,270	15,034
Total	**1,24,366**	**1,41,087**	**1,43,028**	**1,25,668**	**1,10,029**	**97,842**	**81,011**	**82,345**	**70,512**	**70,556**
Profit before tax and prior year adjustment and exceptional item	**16,498**	**20,575**	**20,904**	**17,335**	**16,728**	**18,357**	**15,219**	**10,601**	**14,617**	**5,502**
Excpetional item: Cessation Cost	-	-	-	-	1,719	-	-	-	-	-
Profit before tax	**16,498**	**20,575**	20,904	17,335	15,009	18,357	15,219	10,601	14,617	5,502
Tax	**3,896**	**6,034**	6,268	5,397	4,870	5,736	5,116	3,472	2,098	(309)
Profit after tax	**12,602**	**14,542**	**14,636**	**11,938**	**10,139**	**12,621**	**10,104**	**7,129**	**12,519**	**5,811**
IMPORTANT RATIOS										
Current Assets : Liabilities	**1.7**	**1.9**	1.4	1.4	1.3	1.2	1.1	1.3	1.7	1.2
Debt : Equity	**0.0**	**0.1**	0.1	0.1	0.2	0.2	0.0	0.2	0.1	0.2
PBT/Turnover %	**11.9**	**12.8**	13.0	12.4	13.5	16.3	16.3	11.7	19.8	8.1
Return (PBIT) on Capital Employed %	**19.2**	**24.0**	28.8	26.3	26.5	31.4	35.9	25.9	42.8	27.0
Dividend (per share)	**2.5**	**2.5**	2.4	2.3	2.2	20.0	18.0	16.0	16.0	8.0
Earnings (per share)*	**6**	**7**	8	6	5	65	52	53	22	42
Net Worth (per share)*	**45**	**41**	37	32	28	259	326	212	183	101

Previous years figures have been regrouped, wherever necessary.

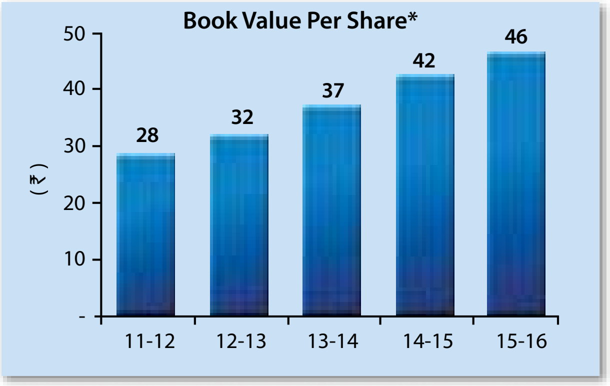
* Earnings Per Share and Net Worth per share for 2012 is after stock split.

CONSOLIDATED

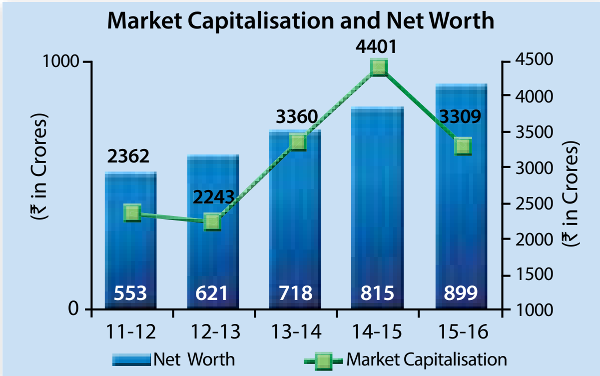




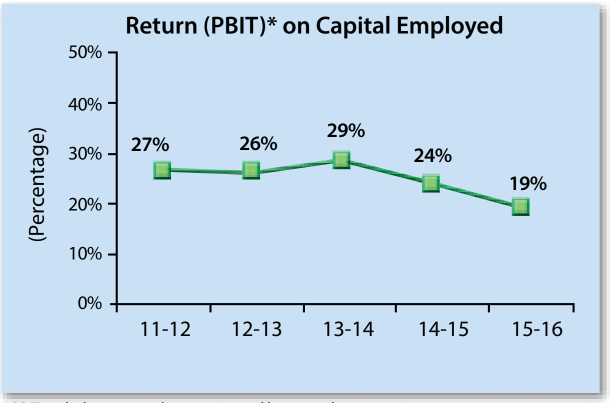
* PAT excludes exceptional items.



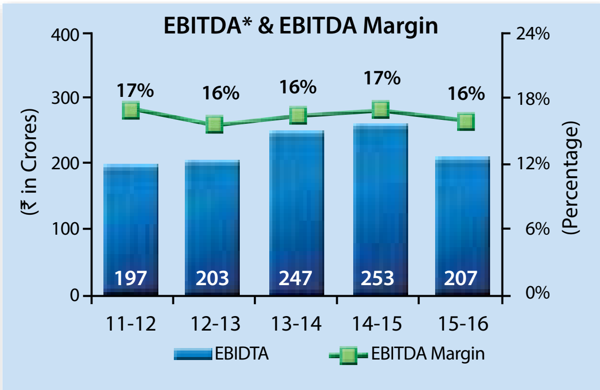
* Figures considering stock split and bonus issue for all years



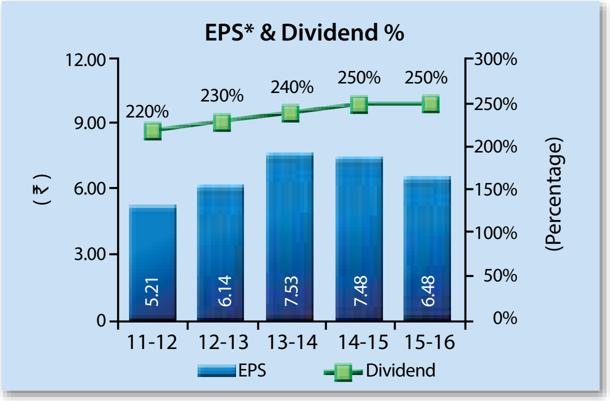
STANDALONE

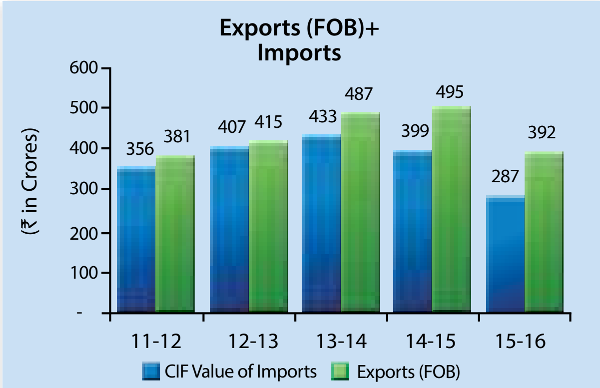


* PBIT excludes extra-ordinary gains and losses such as cessation costs.



* EBITDA excludes extra-ordinary gains and losses such as other income & cessation costs*





* Figures considering stock split and bonus issue for all years
Note: Previous years figures have been regrouped, wherever necessary.

Jal Dhan Project:
Focusing on “Water Conservation”

- across Maharashtra 62,941 people are potential beneficiaries; Special focus on five villages in Beed, three villages in Latur, one village in Akola and one tribal village near Navi Mumbai and Lote.

Rain water harvesting, making water available for irrigation

SUSTAINABLE AGRICULTURE

System of Rice Intensification:

Supporting farmers in enhancing productivity of rice with low water usage

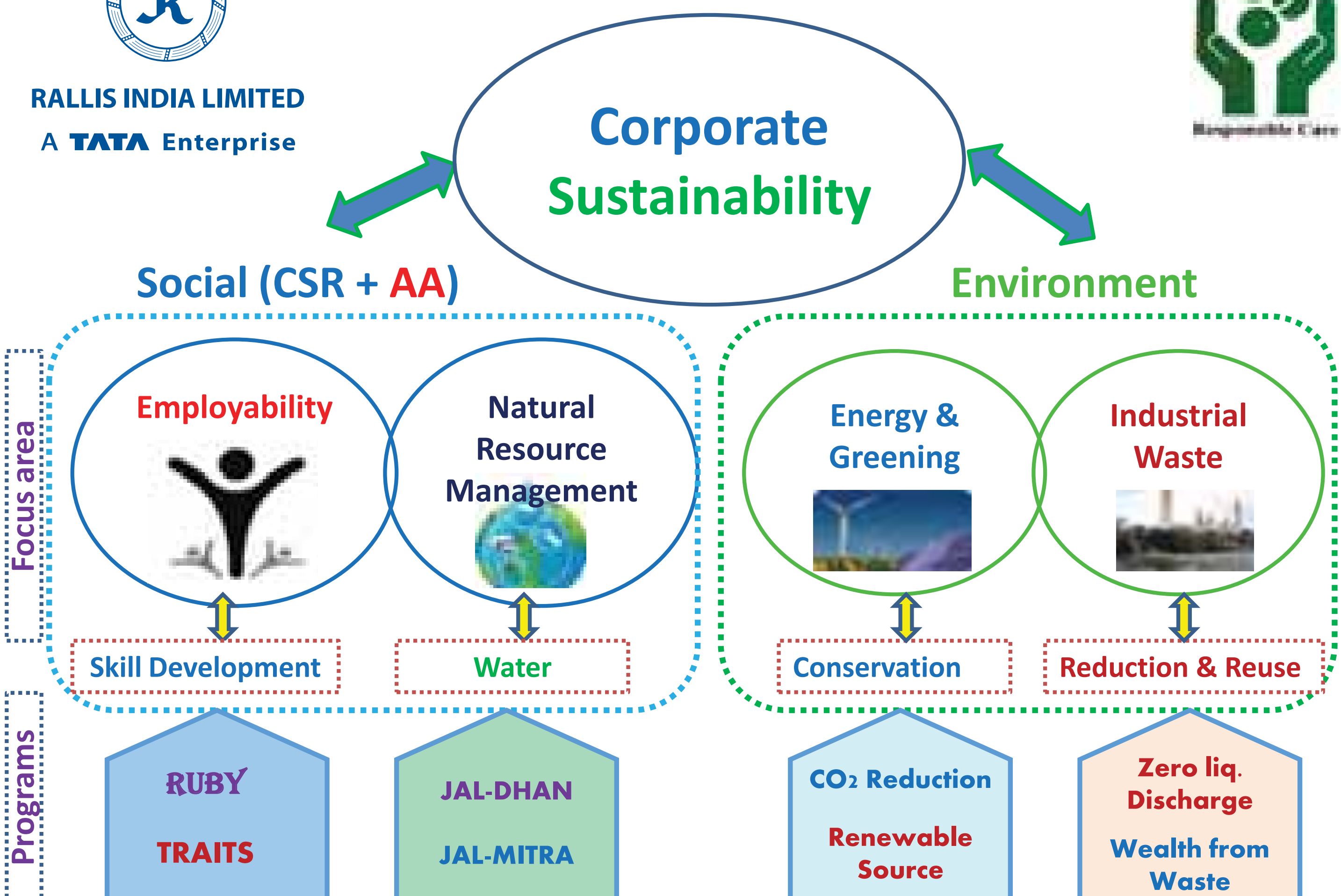
RALLIS INDIA LIMITED

A TATA Enterprise

Registered Office 156/157 15th Floor Nariman Bhavan
227 Nariman Point Mumbai 400 021

Printed by: Spenta Multimedia Pvt Ltd

RALLIS INDIA LIMITED
A TATA Enterprise



INTEGRATED SUSTAINABILITY MODEL

RALLIS INDIA LIMITED

Corporate Identity No. L36992MH1948PLC014083

REGISTERED OFFICE 156/157 15TH FLOOR NARIMAN BHAVAN 227 NARIMAN POINT MUMBAI 400 021
Tel. No.: 91 22 6665 2700 Fax No.: 91 22 6665 2827 E-mail address: investor_relations@rallis.co.in Website: www.rallis.co.in

ATTENDANCE SLIP

68TH ANNUAL GENERAL MEETING ON FRIDAY, 24TH JUNE, 2016 AT 3.00 P.M.

at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020

I/ We hereby record my/ our presence at the SIXTY-EIGHTH ANNUAL GENERAL MEETING of the Company at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020, on Friday, the 24th June, 2016 at 3.00 p.m.

Member's Folio/ DP ID-Client ID No.	Member's/ Proxy's name in Block Letters	Member's/Proxy's Signature

NOTES:

1. Only Member/ Proxyholder can attend the Meeting.
2. Please complete the Folio/ DP ID-Client ID No. and name of the Member/ Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
3. Shareholder/ Proxy holder desiring to attend the Meeting should bring his/ her copy of the Annual Report for reference at the Meeting.

Particulars for voting through Electronic means

For Members opting to vote through electronic means, instead of voting at the Annual General Meeting, facility is available at the web link: https://www.evoting.nsdl.com. Particulars for electronic voting are as under:

EVEN (E-Voting Event Number)	User ID	Password

Note: Please refer to the instructions printed under the Notes of the Notice of the 68th Annual General Meeting. The e-voting period starts from **9.00 am on Tuesday, 21st June, 2016 and will end at 5.00 pm on Thursday, 23rd June, 2016.** The voting module shall be disabled by NSDL for voting thereafter.