Dalmia
Bharat Limited

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ND/SY/7505 September 20, 2017

To,

National Stock Exchange of India Limited **"Exchange Plaza", 5th Floor** **Plot No. C-1, G Block** **Bandra Kurla Complex,** **Bandra (East), Mumbai-400051**	**The Stock Exchange, Mumbai,** **Phiroze Jeejeebhoy Towers,** **Dalal Street,** **Mumbai -400001**
NSE Scrip Code "DALMIABHA"	**BSE Scrip Code "DALMIABHA (533309)"**

Sub: Submission of Voting Results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 following are the details regarding voting results in the specified format alongwith the report issued by the Scrutiniser for remote e-voting/poll of the Annual General Meeting of the Company.

Date of the Annual General Meeting	September 20, 2017
Total number of shareholders on record date	19706
Number of Shareholders present in the meeting either in person or through proxies:-	77
1) Promoters and Promoters Group	26 (10 persons acting as authorized representative of 13 promoter group companies having shares in 26 different folios)
2) Public	51 (49 members present in person and 2 members represented through 2 proxies)
Number of Shareholders attend the meeting through Video Conferencing:-	
1) Promoters and Promoters Group	----
2) Public	----

Dalmia Bharat Limited

1. **Details of the voting result as per regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of Ordinary Resolution passed for adoption of Standalone Financial Statements for the financial year ended on 31-3-2017 together with the Report of Board of Directors and Auditors thereon and Consolidated Financial Statements for the financial year ended on 31-3-2017 together with the Report of the Auditors thereon:**

Resolution required: (Ordinary/Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - Favour (4)	No. of Votes - Against (5)	No. of votes in favour on votes polled (6)=[(4)/(2)]*100	No. of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	**51638563**	50039774	96.90	50039774	0	100.00	0.00
	Poll		1598789	3.10	1598789	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		51638563	100.00	51638563	0	100.00	0.00
Public-Institutions	E-Voting	**19987207**	12254399	61.31	12254399	0	100.00	0.00
	Poll		53000	0.27	53000	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		12307399	61.58	12307399	0	100.00	0.00
Public- Non Institutions	E-Voting	**17340033**	500740	2.89	500740	0	100.00	0.00
	Poll		16824	0.10	16824	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		517564	2.99	517564	0	100.00	0.00
Total		**88965803**	**64463526**	**72.46**	**64463526**	**0**	**100.00**	**0.00**
Note - excludes invalid votes - 5 shares and abstained votes - 2383146 shares.								

Dalmia Bharat Limited

2. **Details of the voting result as per regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of Ordinary Resolution passed for declaration of dividend of Rs.2.20 (110%) per equity share of Rs.2/- each for the financial year ended 31st March, 2017:**

Resolution required: (Ordinary/Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - Favour (4)	No.of Votes - Against (5)	No. of votes in favour on votes polled (6)=[(4)/(2)]*100	No. of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	51638563	50039774	96.90	50039774	0	100.00	0.00
	Poll		1598789	3.10	1598789	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		51638563	100.00	51638563	0	100.00	0.00
Public-Institutions	E-Voting	19987207	14637545	73.23	14637545	0	100.00	0.00
	Poll		53000	0.26	53000	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		14690545	73.49	14690545	0	100.00	0.00
Public- Non Institutions	E-Voting	17340033	500740	2.89	500740	0	100.00	0.00
	Poll		16829	0.10	16829	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		517569	2.99	517569	0	100.00	0.00
Total		**88965803**	**66846677**	**75.14**	**66846677**	**0**	**100.00**	**0.00**

Dalmia Bharat Limited

3. Details of the voting result as per regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of Ordinary Resolution passed for reappointment of Mr. Jayesh Nagindas Doshi,who retires by rotation and being eligible, offers himself for re-appointment:

Resolution required: (Ordinary/Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - Favour (4)	No. of Votes - Against (5)	No. of votes in favour on votes polled (6)=[(4)/(2)]*100	No. of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	51638563	50039774	96.90	50039774	0	100.00	0.00
	Poll		1598789	3.10	1598789	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		51638563	100.00	51638563	0	100.00	0.00
Public- Institutions	E-Voting	19987207	14637545	73.23	13779265	858280	94.14	5.86
	Poll		53000	0.26	53000	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		14690545	73.49	13832265	858280	94.16	5.84
Public- Non Institutions	E-Voting	17340033	500740	2.89	500740	0	100.00	0.00
	Poll		16829	0.10	16824	5	99.97	0.03
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		517569	2.99	517564	5	100.00	0.00
Total		**88965803**	**66846677**	**75.14**	**65988392**	**858285**	**98.72**	**1.28**

Dalmia Bharat Limited

4. Details of the voting result as per regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of Ordinary Resolution passed for ratification of the appointment of M/s S.S. Kothari Mehta & Co., Chartered Accountants, as Statutory Auditors till the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Audit Committee, so however that the total fee payable to them, for the purposes of audit, does not exceed an amount of ₹ 10 lakhs:

Resolution required: (Ordinary/Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - Favour (4)	No. of Votes - Against (5)	No. of votes in favour on votes polled (6)=[(4)/(2)]*100	No. of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	51638563	50039774	96.90	50039774	0	100.00	0.00
	Poll		1598789	3.10	1598789	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		51638563	100.00	51638563	0	100.00	0.00
Public-Institutions	E-Voting	19987207	14637545	73.23	14637545	0	100.00	0.00
	Poll		53000	0.26	53000	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		14690545	73.49	14690545	0	100.00	0.00
Public- Non Institutions	E-Voting	17340033	500740	2.89	500740	0	100.00	0.00
	Poll		16824	0.10	16824	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		517564	2.99	517564	0	100.00	0.00
Total		88965803	66846672	75.14	66846672	0	100.00	0.00

Note - excludes invalid votes - 5 shares.

Dalmia Bharat Limited

5. **Details of the voting result as per regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of Special Resolution passed to approve the inclusion of the perquisite value of stock options, as exercised by *Mr. Jayesh Nagindas Doshi*, Whole-time Director and *CFO*, from time to time as per the vesting schedule, during his tenure of appointment and payment of one time variable pay/ex-gratia as may be approved by the Board of Directors, in the terms of his remuneration, as approved by the shareholders in their meeting held on September 30, 2015:**

Resolution required: (Ordinary/Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	**Mode of Voting**	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - Favour (4)	No. of Votes - Against (5)	No. of votes in favour on votes polled (6)=[(4)/(2)]*100	No. of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	51638563	50039774	96.90	50039774	0	100.00	0.00
	Poll		1598789	3.10	1598789	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		51638563	100.00	51638563	0	100.00	0.00
Public-Institutions	E-Voting	19987207	14423040	72.16	9557120	4865920	66.26	33.74
	Poll		53000	0.26	53000	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		14476040	72.42	9610120	4865920	66.39	33.61
Public- Non Institutions	E-Voting	17340033	500740	2.89	500740	0	100.00	0.00
	Poll		16829	0.10	16829	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		517569	2.99	517569	0	100.00	0.00
Total		**88965803**	**66632172**	**74.90**	**61766252**	**4865920**	**92.70**	**7.30**

Note - excludes abstained votes - 214505 shares.

Dalmia Bharat Limited

6. **Details of the voting result as per regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of Special Resolution passed to approve the revision in remuneration of Mr. Jai Hari Dalmia, Managing Director, with effect from April 1, 2017, as set out in the deed of variation dated June 15, 2017 to the agreement dated February 18, 2016 entered into between the Company and Mr. Jai Hari Dalmia:**

Resolution required: (Ordinary/Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - Favour (4)	No. of Votes - Against (5)	No. of votes in favour on votes polled (6)=[(4)/(2)]*100	No. of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	51638563	45659556	88.42	45659556	0	100.00	0.00
	Poll		1598789	3.10	1598789	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		47258345	91.52	47258345	0	100.00	0.00
Public-Institutions	E-Voting	19987207	14423040	72.16	10073982	4349058	69.85	30.15
	Poll		53000	0.26	53000	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		14476040	72.42	10126982	4349058	69.96	30.04
Public- Non Institutions	E-Voting	17340033	500740	2.89	500740	0	100.00	0.00
	Poll		16829	0.10	16829	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		517569	2.99	517569	0	100.00	0.00
Total		**88965803**	**62251954**	**69.97**	**57902896**	**4349058**	**93.01**	**6.99**
Note - excludes abstained votes of 4594723 shares.								

Dalmia Bharat Limited

7. **Details of the voting result as per regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of Special Resolution passed to approve the revision in remuneration of Mr. Yadu Hari Dalmia, Managing Director, with effect from April 1, 2017, as set out in the deed of variation dated June 15, 2017 to the agreement dated February 18, 2016 entered into between the Company and Mr. Yadu Hari Dalmia:**

Resolution required: (Ordinary/Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - Favour (4)	No. of Votes - Against (5)	No. of votes in favour on votes polled (6)=[(4)/(2)]*100	No. of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	51638563	45826249	88.74	45826249	0	100.00	0.00
	Poll		1598789	3.10	1598789	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		47425038	91.84	47425038	0	100.00	0.00
Public-Institutions	E-Voting	19987207	14423040	72.16	10073982	4349058	69.85	30.15
	Poll		53000	0.26	53000	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		14476040	72.42	10126982	4349058	69.96	30.04
Public- Non Institutions	E-Voting	17340033	500740	2.89	500740	0	100.00	0.00
	Poll		16829	0.10	16824	5	99.97	0.03
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		517569	2.99	517564	5	100.00	0.00
Total		**88965803**	**62418647**	**70.16**	**58069584**	**4349063**	**93.03**	**6.97**
Note - excludes abstained votes of 4428030 shares.								

You are requested to take the same on record. Thanking you.

Yours faithfully,
For **Dalmia Bharat Limited**

(Nidhi Bisaria)
Company Secretary
Encl: Scrutinizer's report on E-voting and poll.

CS R. Venkatasubramanian,
M.Sc., Dip.in O.R., MIIA., ACMA., ACS.
PRACTISING COMPANY SECRETARY

No.76, Angarai Agraharam,
Angarai Post, LALGUDI TALUK
Pin : 621 703, Trichy Dt.
Off : Ph : 0431 - 2541818
Cell No : 94431 - 31818
e.mail : rvs.pcs@gmail.com.

Scrutinizer(s) Report

(Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules 2014)

To
The Chairman
Dalmia Bharat Limited
Dalmiapuram, Tiruchirapalli District,Tamil Nadu. PIN : 621 651.

Twelfth Annual General Meeting (AGM) of the Equity Shareholders of the Company held on 20th day of September, 2017 at 10.00 a.m. at Dalmiapuram, **DistrictTiruchirappalli, TamilNadu, PIN : 621 651.**

Dear Sir,

I, CS R. Venkatasubramaniam, a Practicing Company Secretary, has been appointed as a Scrutinizer by the Board of Directors of **Dalmia Bharat Limited (the Company)** for the purpose of **scrutinizing the voting through Poll at the 12th Annual General Meeting (AGM) of the Shareholders** of Dalmia Bharat Limited held on 20th September, 2017 at 10.00 am at Dalmiapuram, P.O. Kallakudi-621 651 Distt. Tiruchirapalli, Tamil Nadu and through remote e-voting during the period from 17th September, 2017 (9.30 am) to 19th September, 2017 (5.00 pm) in a fair and transparent manner and ascertaining the requisite majority on voting through poll and remote e-voting carried out as per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended in respect of resolutions contained in the Notice dated 10th May, 2017.

1. Shri V. Sundararaj, a member of the Company was appointed by the Chairman of the AGM to act as scrutinizer and to represent the members as an independent scrutinizer, who **assisted to finalize the process of counting and verification of the ballot papers.**

2. The remote e-voting period remained open from 17th September, 2017 (9.30 am) to 19th September, 2017 (5.00 pm) and was disabled for voting thereafter.

R. VENKATASUBRAMANIAN, M.Sc., Dip. O.R., MIIA., ACMA., ACS. Practising Company Secretary ACS-3673 CP-3893

CS R. Venkatasubramanian,
M.Sc., Dip.in O.R., MIIA., ACMA., ACS.
PRACTISING COMPANY SECRETARY

No.76, Angarai Agraharam,
Angarai Post, LALGUDI TALUK
Pin : 621 703, Trichy Dt.
Off : Ph : 0431 - 2541818
Cell No : 94431 - 31818
e.mail : rvs.pcs@gmail.com.

3. The members holding shares as on the Cut - off date i.e. 13th September, 2017 were entitled to vote on the proposed resolutions (Item No. 1 to 7 as set out in the Notice of AGM) by remote e-voting and voting by poll at the AGM.

4. Ballot Box kept for the purpose of voting through Poll, was locked in my presence with due identification marks placed by me.

5. The locked ballot box was subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.

6. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

7. After counting the votes cast through Poll by the members and proxy holders present, the votes casted through remote e-voting were unblocked on 20th September, 2017 in the presence of two witnesses Miss V. Bhavapriya and Mr. D. Ramakrishna, not in the employment of the Company who have signed below in confirmation of the votes being unblocked in their presence.

1. Bhavapriya.V (BHAVAPRIYA.V)

2. D. Ramakrishna (RAMAKRISHNA. D)

8. In accordance with the provisions of Companies Act, 2013 and Companies (Management & Administration) Rules, 2014 with respect to voting and on proper scrutiny, I report the result as under:

i) Ordinary Resolution passed for adoption of Standalone Financial Statements for the financial year ended on 31st March, 2017 together with the Report of Board of Directors and Auditors thereon and Consolidated Financial Statements for the financial year ended on 31-3-2017 together with the Report of the Auditors thereon -100% in favour of the resolution.

R. VENKATASUBRAMANIAN, M.Sc., Dip. O.R., MIIA., ACMA., ACS. Practising Company Secretary ACS-3673 CP-3893

CS *R. Venkatasubramanian,*
M.Sc., Dip.in O.R., MIIA., ACMA., ACS.
PRACTISING COMPANY SECRETARY

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ii) Ordinary Resolution passed for declaration of dividend of Rs.2.20 (110%) per Equity Share of Rs. 2/- each for the financial year ended 31st March, 2017 - 100% in favour of the resolution.

iii) Ordinary Resolution passed for reappointment of Shri Jayesh Nagindas Doshi (DIN: 00017963), a Director retiring by rotation - 98.72% in favour of the resolution and 1.28% against the resolution.

iv) Ordinary Resolution passed for ratification of the appointment of M/s S.S. Kothari Mehta & Co., Chartered Accountants, as Statutory Auditors till the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Audit Committee, so however that the total fee payable to them, for the purposes of audit, does not exceed an amount of ₹ 10 lakhs - 100% in favour of the resolution.

v) Special Resolution passed for inclusion of the perquisite value of stock options, as exercised by Mr. Jayesh Nagindas Doshi (DIN: 00017963), Whole-time Director and CFO, from time to time as per the vesting schedule, during his tenure of appointment and payment of one time variable pay/ex-gratia as may be approved by the Board of Directors, in the terms of his remuneration, as approved by the shareholders in their meeting held on September 30, 2015 - 92.70% in favour of the resolution and 7.30 % against the resolution.

vi) Special Resolution for the approval in the revision of remuneration payable to Mr.Jai Hari Dalmia (DIN: 00009717), Managing Director of the Company, with effect from 01.04.2017, on the salary, perquisites etc as set out in the deed of variation dated 15.06.2017 to the agreement dated 18.02.2016 - 93.01% in favour of the resolution and 6.99 % against the resolution.

vii) Special Resolution for the approval in the revision of remuneration payable to Mr.Yadu Hari Dalmia (DIN: 00009800), Managing Director of the Company, with effect from 01.04.2017, on the salary, perquisites etc as set out in the deed of variation dated 15.06.2017 to the agreement dated 18.02.2016 - 93.03% in favour of the resolution and 6.97 % against the resolution.

9. In conclusion, all the 7(Seven) Resolutions have been passed with requisite majority/ unanimously.

CS R. VENKATASUBRAMANIAN, M.Sc., Dip.in O.R., MIIA., ACMA., ACS.
Practising Company Secretary
ACS-3673
CP-3893

Resi : 75, Angarai Agraharam, Lalgudi Taluk, Trichy Dist. Pin : 621 703 Ph : 0431 - 2541318 ; 2544818.

CS R. Venkatasubramanian,
M.Sc., Dip.in O.R., MIIA., ACMA., ACS.
PRACTISING COMPANY SECRETARY

No.76, Angarai Agraharam,
Angarai Post, LALGUDI TALUK
Pin : 621 703, Trichy Dt.
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Cell No : 94431 - 31818
e.mail : rvs.pcs@gmail.com.

10. The Management of the Company is responsible to ensure the compliances with the requirement of the Companies Act, 2013 and Rules made there under and SEBI (Listing Obligations & Disclosure Requirement) Regulation, 2015 at 12th AGM of the Company. My responsibilities as Scrutinizer is restricted to make Scrutinizers Report of Votes cast.

11. The details of the above mentioned result has been given in the Annexure.

12. The Register, all other papers and relevant records relating to remote e-voting and voting through Poll shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be thereafter handed over to the Company Secretary for safe keeping.

Place: Dalmiapuram
Date: 20.09.2017

CS R. VENKATASUBRAMANIAN, M.Sc., Dip.in O.R., MIIA., ACMA., ACS. Practising Company Secretary ACS-3673 CP-3893

R.Venkatasubramanian
Practising Company Secretary
ACS - 3673; CP - 3893

Dalmia Bharat Limited

N. Gopalaswamy
Chairman of the AGM

ANNEXURE TO SCRUTINISER REPORT

Date of AGM	20.09.2017
Total Number of shareholders on Record Date	19706
No. of Shareholders present in the meeting either in person or through proxy: Promoters and promoter Group: Public:	 26 51
No. of Shareholders attended the meeting through Video Conferencing: Promoters and promoter Group: Public:	 NA NA

CS R. VENKATASUBRAMANIAN, M.Sc., Dip. in O.R., MIIA., ACMA., ACS.,
Practising Company Secretary
ACS-3673
CP-3893

1. **Details of the voting result as per regulation 44(3) of the SEBI (LODR) Regulations, 2015 in respect of Ordinary Resolution passed for adoption of Standalone Financial Statements for the financial year ended on 31-3-2017 together with the Report of Board of Directors and Auditors thereon and Consolidated Financial Statements for the financial year ended on 31-3-2017 together with the Report of the Auditors thereon:**

Resolution required: (Ordinary/Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No.of Votes - Favour (4)	No.of Votes - Against (5)	No.of votes in favour on votes polled (6)=[(4)/(2)]*100	No.of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	51638563	50039774	96.90	50039774	0	100.00	0.00
	Poll		1598789	3.10	1598789	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (A)		51638563	100.00	51638563	0	100.00	0.00
Public-Institutions	E-Voting	19987207	12254399	61.31	12254399	0	100.00	0.00
	Poll		53000	0.27	53000	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (B)		12307399	61.58	12307399	0	100.00	0.00
Public- Non Institutions	E-Voting	17340033	500740	2.89	500740	0	100.00	0.00
	Poll		16824	0.10	16824	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (C)		517564	2.99	517564	0	100.00	0.00
Total	(A+B+C)	88965803	64463526	72.46	64463526	0	100.00	0.00

Note - excludes invalid votes - 5 shares and abstained votes - 2383146 shares.

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2. **Details of the voting result as per regulation 44(3) of the SEBI (LODR) Regulations, 2015 in respect of Ordinary Resolution passed for declaration of dividend of Rs.2.20 (110%) per equity share of Rs.2/- each for the financial year ended 31st March, 2017:**

Resolution required: (Ordinary/Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No.of Votes - Favour (4)	No.of Votes - Against (5)	No.of votes in favour on votes polled (6)=[(4)/(2)]*100	No.of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	51638563	50039774	96.90	50039774	0	100.00	0.00
	Poll		1598789	3.10	1598789	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (A)		51638563	100.00	51638563	0	100.00	0.00
Public- Institutions	E-Voting	19987207	14637545	73.23	14637545	0	100.00	0.00
	Poll		53000	0.26	53000	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (B)		14690545	73.49	14690545	0	100.00	0.00
Public- Non Institutions	E-Voting	17340033	500740	2.89	500740	0	100.00	0.00
	Poll		16829	0.10	16829	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (C)		517569	2.99	517569	0	100.00	0.00
Total	(A+B+C)	88965803	66846677	75.14	66846677	0	100.00	0.00

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3. **Details of the voting result as per regulation 44(3) of the SEBI (LODR) Regulations, 2015 in respect of Ordinary Resolution passed for reappointment of Mr. Jayesh Nagindas Doshi, who retires by rotation and being eligible, offers himself for re-appointment.:**

Resolution required: (Ordinary/Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No.of Votes - Favour (4)	No.of Votes - Against (5)	No.of votes in favour on votes polled (6)=[(4)/(2)]*100	No.of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	51638563	50039774	96.90	50039774	0	100.00	0.00
	Poll		1598789	3.10	1598789	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (A)		51638563	100.00	51638563	0	100.00	0.00
Public-Institutions	E-Voting	19987207	14637545	73.23	13779265	858280	94.14	5.86
	Poll		53000	0.26	53000	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (B)		14690545	73.49	13832265	858280	94.16	5.84
Public- Non Institutions	E-Voting	17340033	500740	2.89	500740	0	100.00	0.00
	Poll		16829	0.10	16824	5	99.97	0.03
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (C)		517569	2.99	517564	5	100.00	0.00
Total	(A+B+C)	88965803	66846677	75.14	65988392	858285	98.72	1.28

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4. **Details of the voting result as per regulation 44(3) of the SEBI (LODR) Regulations, 2015 in respect of Ordinary Resolution passed for ratification of the appointment of *M/s S.S. Kothari Mehta & Co., Chartered Accountants*, as Statutory Auditors till the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Audit Committee, so however that the total fee payable to them, for the purposes of audit, does not exceed an amount of ₹ 10 lakhs:**

Resolution required: (Ordinary/Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No.of Votes - Favour (4)	No.of Votes - Against (5)	No.of votes in favour on votes polled (6)=[(4)/(2)]*100	No.of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	51638563	50039774	96.90	50039774	0	100.00	0.00
	Poll		1598789	3.10	1598789	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (A)		51638563	100.00	51638563	0	100.00	0.00
Public-Institutions	E-Voting	19987207	14637545	73.23	14637545	0	100.00	0.00
	Poll		53000	0.26	53000	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (B)		14690545	73.49	14690545	0	100.00	0.00
Public- Non Institutions	E-Voting	17340033	500740	2.89	500740	0	100.00	0.00
	Poll		16824	0.10	16824	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (C)		517564	2.99	517564	0	100.00	0.00
Total	(A+B+C)	88965803	66846672	75.14	66846672	0	100.00	0.00

Note - excludes invalid votes - 5 shares.

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5. **Details of the voting result as per regulation 44(3) of the SEBI (LODR) Regulations, 2015 in respect of Special Resolution passed to approve the inclusion of the perquisite value of stock options, as exercised by Mr. Jayesh Nagindas Doshi, Whole-time Director and CFO, from time to time as per the vesting schedule, during his tenure of appointment and payment of one time variable pay/ex-gratia as may be approved by the Board of Directors, in the terms of his remuneration, as approved by the shareholders in their meeting held on September 30, 2015.**

Resolution required: (Ordinary/Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No.of Votes - Favour (4)	No.of Votes - Against (5)	No.of votes in favour on votes polled (6)=[(4)/(2)]*100	No.of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	51638563	50039774	96.90	50039774	0	100.00	0.00
	Poll		1598789	3.10	1598789	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (A)		51638563	100.00	51638563	0	100.00	0.00
Public- Institutions	E-Voting	19987207	14423040	72.16	9557120	4865920	66.26	33.74
	Poll		53000	0.26	53000	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (B)		14476040	72.42	9610120	4865920	66.39	33.61
Public- Non Institutions	E-Voting	17340033	500740	2.89	500740	0	100.00	0.00
	Poll		16829	0.10	16829	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (C)		517569	2.99	517569	0	100.00	0.00
Total	(A+B+C)	88965803	66632172	74.90	61766252	4865920	92.70	7.30

Note - excludes abstained votes - 214505 shares.

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6. **Details of the voting result as per regulation 44(3) of the SEBI (LODR) Regulations, 2015 in respect of Special Resolution passed toapprove the revision in remuneration of Mr. Jai Hari Dalmia, Managing Director, with effect from April 1, 2017, as set out in the deed of variation dated June 15, 2017 to the agreement dated February 18, 2016 entered into between the Company and Mr. Jai Hari Dalmia.**

Resolution required: (Ordinary/Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No.of Votes - Favour (4)	No.of Votes - Against (5)	No.of votes in favour on votes polled (6)=[(4)/(2)]*100	No.of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	51638563	45659556	88.42	45659556	0	100.00	0.00
	Poll		1598789	3.10	1598789	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (A)		47258345	91.52	47258345	0	100.00	0.00
Public-Institutions	E-Voting	19987207	14423040	72.16	10073982	4349058	69.85	30.15
	Poll		53000	0.26	53000	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (B)		14476040	72.42	10126982	4349058	69.96	30.04
Public- Non Institutions	E-Voting	17340033	500740	2.89	500740	0	100.00	0.00
	Poll		16829	0.10	16829	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (C)		517569	2.99	517569	0	100.00	0.00
Total	(A+B+C)	88965803	62251954	69.97	57902896	4349058	93.01	6.99

Note - excludes abstained votes of 4594723 shares.

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7. **Details of the voting result as per regulation 44(3) of the SEBI (LODR) Regulations, 2015 in respect of Special Resolution passed to approve the revision in remuneration of Mr. Yadu Hari Dalmia, *Managing* Director, with effect from April 1, 2017, as set out in the deed of variation dated June 15, 2017 to the agreement dated February 18, 2016 entered into between the Company and Mr. Yadu Hari Dalmia.**

Resolution required: (Ordinary/Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No.of Votes - Favour (4)	No.of Votes - Against (5)	No.of votes in favour on votes polled (6)=[(4)/(2)]*100	No.of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	51638563	45826249	88.74	45826249	0	100.00	0.00
	Poll		1598789	3.10	1598789	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (A)		47425038	91.84	47425038	0	100.00	0.00
Public-Institutions	E-Voting	19987207	14423040	72.16	10073982	4349058	69.85	30.15
	Poll		53000	0.26	53000	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (B)		14476040	72.42	10126982	4349058	69.96	30.04
Public- Non Institutions	E-Voting	17340033	500740	2.89	500740	0	100.00	0.00
	Poll		16829	0.10	16824	5	99.97	0.03
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (C)		517569	2.99	517564	5	100.00	0.00
Total	(A+B+C)	88965803	62418647	70.16	58069584	4349063	93.03	6.97

Note - excludes abstained votes of 4428030 shares.

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