

ND/SY/7505

September 28, 2017

To,
Bombay Stock Exchange Limited
New Trading Ring,
Rotunda Building, P J Towers, Dalal
Street, Fort Mumbai-400001
Scrip Code: 533309

National Stock Exchange of India Limited
"Exchange Plaza", Plot No. C-1, Block G
Bandra – Kurla Complex, Bandra (East),
Mumbai – 400 051
Symbol: DALMIABHA

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

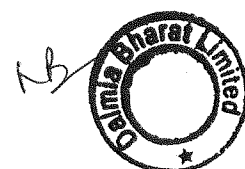
Dear Sir/Madam,

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 along with the report issued by the Scrutiniser for Postal Ballot of the Company.

| Date of Postal Ballot | September 28, 2017 |
|---|--------------------|
| Total number of shareholders on record date | 17438 |
| Number of Shareholders present in the meeting either in person or through proxies:- | |
| 1) Promoters and Promoters Group | NA |
| 2) Public | NA |
| Number of Shareholders attend the meeting through Video Conferencing:- | |
| 1) Promoters and Promoters Group | NA |
| 2) Public | NA |

Dalmia Bharat Limited

11th & 12th Floors, Hansalaya Building, 15, Barakhamba Road, New Delhi - 110 001, India
t 91 11 23465100 f 91 11 23313303, w www.dalmiabharat.com, CIN : L40109TN2006PLC058818
Registered Office : Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621 651, India
A Dalmia Bharat Group company, www.dalmiabharat.com



1. 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 for seeking approval of shareholders pursuant to sections 41, 42, 62, 71 and other applicable provisions of the Companies Act, 2013 for issuance and allotment of further securities to the extent of Rs. 3000 crore which upon conversion, if any, of all securities would give rise to the issue of equity capital of an aggregate face value of Rs. 2.20 crore.

| 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 | 51638563 | 100.00 | 51638563 | 0 | 100.00 | 0.00 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| | Total (A) | | 51638563 | 100.00 | 51638563 | 0 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | 19621154 | 12232803 | 62.35 | 9336694 | 2896109 | 76.33 | 23.67 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | 5300 | 0.03 | 5300 | 0 | 100.00 | 0.00 |
| | Total (B) | | 12238103 | 62.37 | 9341994 | 2896109 | 76.33 | 23.67 |
| Public- Non Institutions | E-Voting | 17706086 | 1036578 | 5.85 | 1036517 | 61 | 99.99 | 0.01 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | 31683 | 0.18 | 31007 | 676 | 97.87 | 2.13 |
| | Total (C) | | 1068261 | 6.03 | 1067524 | 737 | 99.93 | 0.07 |
| Total | (A+B+C) | 88965803 | 64944927 | 72.99 | 62048081 | 2896846 | 95.54 | 4.46 |

Note - Excludes Invalid Votes - 2405 shares and Abstained Votes - 2199229 shares

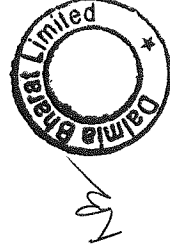


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2. Details of the voting result as per Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of Special Resolution passed seeking approval of shareholders under Section 42, Section 71 read with Sections 179(3)(c)/179(3)(d), and other applicable provisions of the Companies Act, 2013 to authorize the Board of Directors to issue and allot, on a private placement basis, Non-Convertible Debentures of value not exceeding Rs. 1000 crore on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.

| 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 | 51638563 | 100.00 | 51638563 | 0 | 100.00 | 0.00 |
| | Poll | | - | - | - | - | - | |
| | Postal Ballot (if applicable) | | - | - | - | - | - | |
| | Total (A) | | 51638563 | 100.00 | 51638563 | 0 | 100.00 | 0.00 |
| Public-Institutions | E-Voting | 19621154 | 14384312 | 73.31 | 14330824 | 53488 | 99.63 | 0.37 |
| | Poll | | - | - | - | - | - | |
| | Postal Ballot (if applicable) | | 5300 | 0.03 | 5300 | 0 | 100.00 | 0.00 |
| | Total (B) | | 14389612 | 73.34 | 14336124 | 53488 | 99.63 | 0.37 |
| Public- Non Institutions | E-Voting | 17706086 | 1036578 | 5.85 | 1036493 | 85 | 99.99 | 0.01 |
| | Poll | | - | - | - | - | - | |
| | Postal Ballot (if applicable) | | 29788 | 0.17 | 27032 | 2756 | 90.75 | 9.25 |
| | Total (C) | | 1066366 | 6.02 | 1063525 | 2841 | 99.73 | 0.27 |
| Total | (A+B+C) | 88965803 | 67094541 | 75.42 | 67038212 | 56329 | 99.92 | 0.08 |

Note - Excludes Invalid Votes - 4300 shares and Abstained Votes - 47720 shares



Dalmia Bharat Limited

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 Postal Ballot.

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.

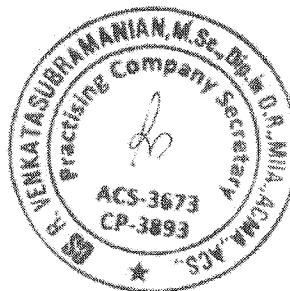
SCRUTINIZER(S) REPORT

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules, 2014)

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

Dear Sirs,

1. I have been appointed as scrutinizer vide letter dated May 11, 2017 for conducting the Postal Ballot process.
2. I submit our report as under:
 - 2.1. The company has completed on August 26, 2017, the dispatch of notice of Postal Ballot, dated 10th May, 2017 along with Postal Ballot forms and self addressed business reply envelopes to the members, whose names appeared on the registered of members/ records of depositories as on 11th August, 2017.
 - 2.2. The Company has availed the services of Karvy Computershare Pvt. Ltd., Hyderabad (Karvy) to provide in voting facilities to the members of the Company.
 - 2.3. The e-voting was commenced from August 27, 2017 at 9:30 a.m. and ended on September 25, 2017 at 5:00 p.m.
 - 2.4. Particulars of all the Postal Ballot forms received from the shareholders have been entered in a register separately mentioned for this purpose.
 - 2.5. We have been informed that the sealed Postal Ballot forms received from the shareholders were kept under the safe custody of the Company's RTA (Karvy Computershare Pvt. Ltd., Hyderabad).



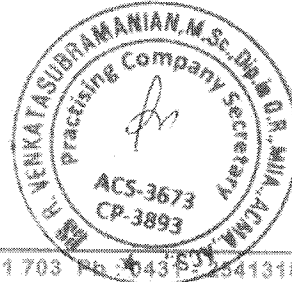
CS R. Venkatasubramanian,
M.Sc., Dip.In O.R., MIIA., ACMA., ACS.
PRACTISING COMPANY SECRETARY

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Angarai Post, LALGUDI TALUK
Pin : 621 703, Trichy Dt.
Off : Ph : 0431 - 2541818
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e.mail : rvs.pcs@gmail.com.

- 2.6. All Postal Ballot forms received upto the date closing of working hours (5.00 p.m.) on 25th September, 2017 were considered for my scrutiny.
- 2.7. Envelopes containing Postal Ballot forms received after 5.00 p.m. on 25th September, 2017 were not opened.
- 2.8. Envelopes containing Postal Ballot forms which were returned undelivered were also not considered.
- 2.9. We have not found any defaced/ mutilated Postal Ballot forms.
- 2.10. We have also received a completed record of votes cast by electronic mode from Karvy Computershare Pvt. Limited (Karvy), the agency for providing the e-voting platform for voting through electronics by the members of the Company.
- 2.11. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through Postal ballot and electronic means on the resolutions contained in the Notice of Postal Ballot. My responsibility as a scrutinizer for Postal Ballot is restricted to ensure that voting process is conducted in a fair and transparent manner and make a scrutinizer report of votes cast "in favour" or "against" the resolutions based on the reports generated from the Postal ballot received in physical form, from the shareholders and votes cast electronically on e-voting system provided by Karvy, (RTA) the authorized agency which has provided e-voting platform.

3. SPECIAL RESOLUTIONS :

- I. Seeking approval of shareholders pursuant to sections 41, 42, 62, 71 and other applicable provisions of the Companies Act, 2013 for issuance and allotment of further securities to the extent of Rs.3000 crore which upon conversion, if any, of all securities would give rise to the issue of equity capital of an aggregate face value of Rs. 2.20 crore.



CS R. Venkatasubramanian,

M.Sc., Dip.in O.R., MIIA., ACMA., ACS.

PRACTISING COMPANY SECRETARY

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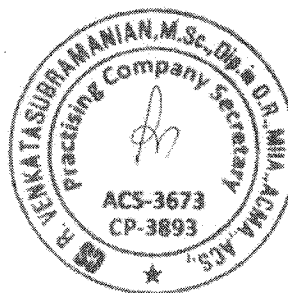
- II. Special Resolution seeking approval of shareholders under Section 42, Section 71 read with Sections 179(3)(c)/ 179(3)(d), and other applicable provisions of the Companies Act, 2013 to authorize the Board of Directors to issue and allot, on a private placement basis, Non-Convertible Debentures of value not exceeding Rs. 1000 crore on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.

In accordance with the basis of acceptance (Annexure-2) and basis of rejection (Annexure-3) and on proper scrutiny of all the Ballot forms, I report the result of Postal Ballot as under:

For Resolution - I : Details of Postal Ballot & E-Voting (Consolidated)

| Particulars | No. of Postal Ballot Forms | No. of shares | % of total votes polled |
|--|-------------------------------------|---------------|----------------------------|
| a) Total physical Postal Ballot Forms /E-voting options received | 317 | 67146561 | |
| b) Less: Invalid Postal Ballot Forms / E-voting options | 25 | 2201634* | |
| c) Net valid Postal Ballot Forms/ E-voting options received | 292 | 64944927 | 100.00 |
| d) Votes in favour of the Resolution | 280 | 62048081 | 95.54 |
| e) Votes against the Resolution | 12 | 2896846 | 4.46 |

*Includes 44720 shares not voted



CS R. Venkatasubramanian,
M.Sc., Dip.in O.R., MIA., ACMA., ACS.
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For Resolution - II: Details of Postal Ballot & E-Voting (Consolidated)

| Particulars | No. of Postal Ballot Forms | No. of shares | % of total votes polled |
|--|-------------------------------------|---------------|----------------------------|
| a) Total physical Postal Ballot Forms /E-voting options received | 317 | 67146561 | |
| b) Less: Invalid Postal Ballot Forms / E-voting options | 10 | 52020* | |
| c) Net valid Postal Ballot Forms/ E-voting options received | 307 | 67094541 | 100.00 |
| d) Votes in favour of the Resolution | 290 | 67038212 | 99.92 |
| e) Votes against the Resolution | 17 | 56329 | 0.08 |

*Includes 44720 shares not voted.

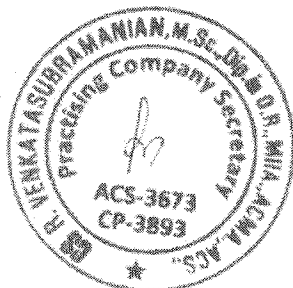
The detailed report is enclosed as Annexure - 1.

4. I have handed over the postal ballot forms and other related papers/registers and records for safe custody to the Director authorized by the Board to supervise the postal ballot process.

5. RECOMMENDATION:

Two resolutions specified in the Notice of Postal Ballot have been passed with requisite majority. You may accordingly declare the result of voting by Ballot.

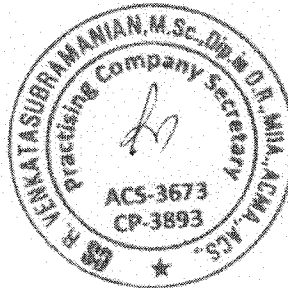
Place: Angarai
Date: 27.09.2017




R.VENKATASUBRAMANIAN
PRACTISING COMPANY SECRETARY.
ACS 3673; CP 3893

ANNEXURE - 1

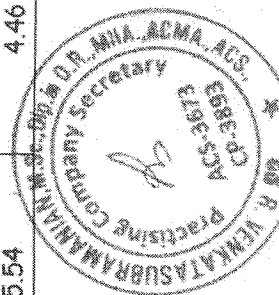
| | |
|---|------------|
| Date of Postal Ballot | 28.09.2017 |
| Total Number of shareholders on Record Date | 17438 |
| No. of Shareholders present in the meeting either in person or through proxy: | |
| Promoters and promoter Group: | NA |
| Public: | NA |
| No. of Shareholders attended the meeting through Video Conferencing: | |
| Promoters and promoter Group: | NA |
| Public: | NA |



1. 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 for seeking approval of shareholders pursuant to sections 41, 42, 62, 71 and other applicable provisions of the Companies Act, 2013 for issuance and allotment of further securities to the extent of Rs. 3000 crore which upon conversion, if any, of all securities would give rise to the issue of equity capital of an aggregate face value of Rs. 2.20 crore.

| Resolution required: (Ordinary/Special) | | | | | | | | | |
|---|-------------------------------|---------------------------|----------------------------|--|------------------------------|-------------------------------|---|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | | | | | | |
| 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 | 51638563 | 100.00 | 51638563 | 0 | 100.00 | 0.00 | |
| | Poll | | - | - | - | - | - | - | |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - | |
| | Total (A) | | 51638563 | 100.00 | 51638563 | 0 | 100.00 | 0.00 | |
| Public- Institutions | E-Voting | 19621154 | 12232803 | 62.35 | 9336694 | 2896109 | 76.33 | 23.67 | |
| | Poll | | - | - | - | - | - | - | |
| | Postal Ballot (if applicable) | | 5300 | 0.03 | 5300 | 0 | 100.00 | 0.00 | |
| | Total (B) | | 12238103 | 62.37 | 9341994 | 2896109 | 76.33 | 23.67 | |
| Public- Non Institutions | E-Voting | 17706086 | 1036578 | 5.85 | 1036517 | 61 | 99.99 | 0.01 | |
| | Poll | | - | - | - | - | - | - | |
| | Postal Ballot (if applicable) | | 31683 | 0.18 | 31007 | 676 | 97.87 | 2.13 | |
| | Total (C) | | 1068261 | 6.03 | 1067524 | 737 | 99.93 | 0.07 | |
| Total | (A+B+C) | 88965803 | 64944927 | 72.99 | 62048081 | 2896846 | 95.54 | 4.46 | |

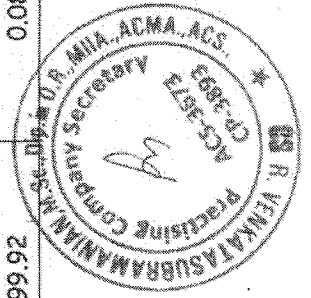
Note - Excludes Invalid Votes - 2405 shares and Abstained Votes - 2199229 shares



2. 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 seeking approval of shareholders under Section 42, Section 71 read with Sections 179(3)(c)/ 179(3)(d), and other applicable provisions of the Companies Act, 2013 to authorize the Board of Directors to issue and allot, on a private placement basis, Non-Convertible Debentures of value not exceeding Rs. 1000 crore on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.

| 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 | 100.00 | 51638563 | 0 | 100.00 | 0.00 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | 51638563 | - | - | - | - | - | - |
| Public- Institutions | Total (A) | | 51638563 | 100.00 | 51638563 | 0 | 100.00 | 0.00 |
| | E-Voting | | 14384312 | 73.31 | 14330824 | 53488 | 99.63 | 0.37 |
| | Poll | | - | - | - | - | - | - |
| Public- Non Institutions | Postal Ballot (if applicable) | 19621154 | 5300 | 0.03 | 5300 | 0 | 100.00 | 0.00 |
| | Total (B) | | 14389612 | 73.34 | 14336124 | 53488 | 99.63 | 0.37 |
| | E-Voting | | 1036578 | 5.85 | 1036493 | 85 | 99.99 | 0.01 |
| Public- Non Institutions | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | 17706086 | 29788 | 0.17 | 27032 | 2756 | 90.75 | 9.25 |
| | Total (C) | | 1066366 | 6.02 | 1063525 | 2841 | 99.73 | 0.27 |
| Total | (A+B+C) | 88965803 | 67094541 | 75.42 | 67038212 | 56329 | 99.92 | 0.08 |

Note - Excludes Invalid Votes - 4300 shares and Abstained Votes - 47720 shares



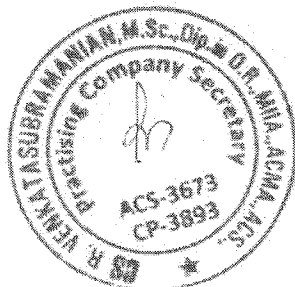
ANNEXURE - 2

BASIS OF ACCEPTANCE

A. Physical Ballot Form:

1. Assent or dissent given by putting the tick mark in the column provided for that purpose has been considered only.
2. In case of Joint shareholder(s) form completed and signed by first named member and in his absence by next named member has been considered.
3. Shareholders has assented or dissented without mentioning of number of shares, the entire shareholding has been considered.
4. Shareholders has assented or dissented for less number of shares than his/her actual shareholding, the number of shares indicated has been considered.
5. Shareholders has assented or dissented for more than his/her actual shareholding, the actual shareholding has been considered.

Place: Angarai
Date: 27.09.2017




R.VENKATASUBRAMANIAN
PRACTISING COMPANY SECRETARY.
ACS 3673; CP 3893

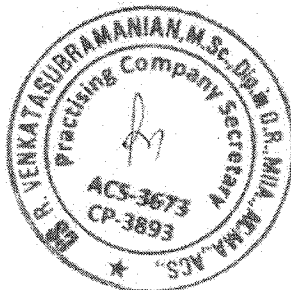
ANNEXURE -3

BASIS OF REJECTION

A . Physical Ballot Form :

1. If Ballot Paper is unsigned.
2. If member's signature does not tally with the specimen signature with registered with the company or Depository.
3. If members have marked all his shares both in favour and against the resolution.
4. If Ballot Paper is filled or signed in pencil
5. If Ballot paper is received torn, defaced, mutilated to an extent that it is difficult for scrutinizer to identify either the member or number of votes or whether votes are in favour or against or if signature could not be one or more of the above grounds.
6. If Ballot Forms are received after the close of working hours i.e. 5:00 p.m. on 25th September, 2017.
7. Photocopy of Ballot Form are not considered.
8. In case the members are companies, trustees, societies etc., Ballot form received without Power of Attorney and Board Resolution/ Authority together with attested specimen signatures of the duly authorized signatory (ies) have not been considered.

Place: Angarai
Date: 27.09.2017




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