

ND/SY/7505

7<sup>th</sup> October, 2016

To,  
National Stock Exchange of India Limited  
"Exchange Plaza", 5<sup>th</sup> 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 along with the report issued by the Scrutiniser for Postal Ballot of the Company.

Date of Postal Ballot	7 <sup>th</sup> October, 2016
Total number of shareholders on record date	13567
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

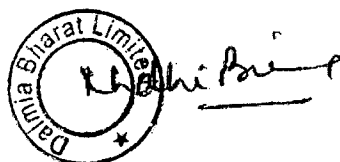


**Dalmia Bharat Limited**

11th & 12th Floors, Hansalaya Building, 15, Barakhamba Road, New Delhi-110 001, India  
t 91 11 23465100 f 91 11 23313303 w www.dalmiabhl.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 clause 44(3) of the Listing Agreement in respect of Special Resolution passed for seeking approval of shareholders pursuant to Section 41,42, 62 and 71 and other applicable provisions of the Companies Act,2013 for issuance and allotment of further securities convertible into equity shares to the extent of Rs.3,000 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.2.24 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	50982341	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		49287651	96.68	49287651	0	100.00	0.00
	Total		49287651	96.68	49287651	0	100.00	0.00
Public- Institutions	E-Voting	11323111	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		2416185	21.34	2416185	0	100.00	0.00
	Total		2416185	21.34	2416185	0	100.00	0.00
Public- Non Institutions	E-Voting	26493851	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		49191	0.19	49184	7	99.99	0.01
	Total		49191	0.19	49184	7	99.99	0.01
Total		88799303	51753027	58.28	51753020	7	100.00	0.00



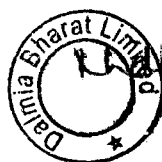
2. Details of the voting result as per clause 44(3) of the Listing Agreement in respect of Special Resolution passed for seeking approval of shareholders under Section 180(1)(a) of the Companies Act, 2013 to authorize the Board of Directors to provide security by way of mortgage and/or charge all or any of the assets of the Company to the extent of Rs.1000 crore or to the extent authority conferred on the Board to borrow monies in excess of the paid up capital and free reserves of the Company, whichever is higher.

Resolution required: (Ordinary/Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - Favour	No. of Votes - Against	No. of votes in favour on votes polled	No. of votes in against on votes polled
		(1)	(2)		(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	50982341	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		49287651	96.68	49287651	0	100.00	0.00
	Total		49287651	96.68	49287651	0	100.00	0.00
Public- Institutions	E-Voting	11323111	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		4148791	36.64	4120976	27815	99.33	0.67
	Total		4148791	36.64	4120976	27815	99.33	0.67
Public- Non Institutions	E-Voting	26493851	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		49195	0.19	49160	35	99.93	0.07
	Total		49195	0.19	49160	35	99.93	0.07
Total		88799303	53485637	60.23	53457787	27850	99.95	0.05



3. Details of the voting result as per clause 35A of the Listing Agreement in respect of Special Resolution passed for seeking approval of shareholders under Section 42, Section 71 read with Section 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	No. of votes polled	% 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	50982341	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		49287651	96.68	49287651	0	100.00	0.00
	Total		49287651	96.68	49287651	0	100.00	0.00
Public- Institutions	E-Voting	11323111	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		4148791	36.64	4120976	27815	99.33	0.67
	Total		4148791	36.64	4120976	27815	99.33	0.67
Public- Non Institutions	E-Voting	26493851	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		49191	0.19	49134	57	99.88	0.12
	Total		49191	0.19	49134	57	99.88	0.12
Total		88799303	53485633	60.23	53457761	27872	99.95	0.05



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.

**Scrutinizer(s) Report**

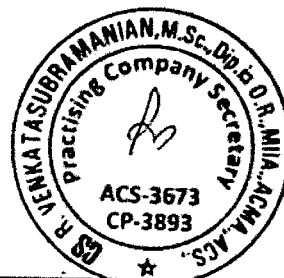
(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules, 2014)

To

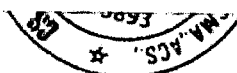
The Board of Directors,  
Dalmia Bharat Limited,  
Dalmiapuram-621651, District Tiruchirappalli, Tamil Nadu.

Dear Sirs,

1. I have been appointed as scrutinizer vide letter dated 20-5-2016, for conducting the Postal Ballot process.
2. I submit our report as under:
  - 2.1. The company has completed on 2<sup>nd</sup> September 2016, the dispatch of notice of Postal Ballot, dated 18<sup>th</sup> May, 2016 along with Postal Ballot forms and self addressed business reply envelope to the members, whose names appeared on the registered of members/ records of depositories as on 19<sup>th</sup> August, 2016.
  - 2.2. The e-voting was commenced from 04-09-2016 at 9:30 a.m. and ended on 03-10-2016 at 5:00 p.m.
  - 2.3. Particulars of all the Postal Ballot forms received from the shareholders have been entered in a register separately mentioned for this purpose.
  - 2.4. 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).
  - 2.5. All Postal Ballot forms received upto the date closing of working hours (5.00p.m.) on 3<sup>rd</sup> October, 2016 were considered for my scrutiny.



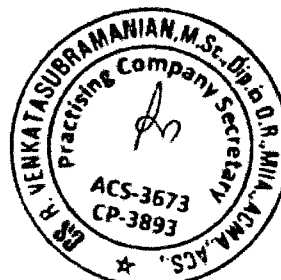
Resd : 76, Angaral Agraharam, Lalgudi Taluk, Trichy Dist. Pin : 621 703 Ph : 0431 - 2541310 ; 2544818.



- 2.6. Envelopes containing Postal Ballot forms received after 5.00 p.m. on 3<sup>rd</sup> October, 2016 were not opened.
- 2.7. Envelopes containing Postal Ballot forms which were returned undelivered were also not considered.
- 2.8. We have not found any defaced/ mutilated Postal Ballot forms.
- 2.9. We have also received a completed record of votes cast by electronic mode from Karvy Computershare private Limited (Karvy), the agency for providing the e-voting platform for voting through electronics by the members of the Company.
- 2.10. 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:

1. Seeking approval of shareholders pursuant to Section 41,42, 62 and 71 and other applicable provisions of the Companies Act,2013 for issuance and allotment of further securities convertible into equity shares to the extent of Rs.3,000 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.2.24 crore.
2. Seeking approval of shareholders under Section 180(1)(a) of the Companies Act,2013 to authorize the Board of Directors to provide security by way of mortgage and/or charge all or any of the assets of the Company to the extent of Rs.1000 crore or to the extent authority conferred on the Board to borrow monies in excess of the paid up capital and free reserves of the Company,whichever is higher.



3. Seeking approval of shareholders under Section 42, Section 71 read with Section 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 and basis of rejection (Annexure-1) and on proper scrutiny of all the Ballot forms, I report the result of Postal Ballot as under:

Details of Postal Ballot & E-Voting (Consolidated)

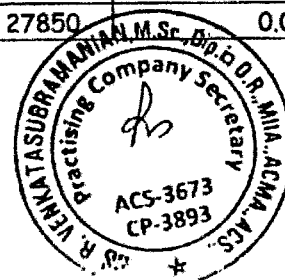
For Special Resolution - 1

Particulars	No. of Postal Ballot Forms	No. of shares	% of total votes polled
a) Total physical Postal Ballot Forms / E-voting options received	160	53485645	
b) Less: Invalid Postal Ballot Forms / E-voting options	14	1732606	
c) Net valid Postal Ballot Forms/ E-voting options received	146	51753039*	100.00
d) Votes in favour of the Resolution	144	51753020	100.00
e) Votes against the Resolution	2	7	0.00

\*One shareholder who has voted in electronic mode has given his assent for number of shares less by 12 than his holdings.

For Special Resolution - 2

Particulars	No. of Postal Ballot Forms	No. of shares	% of total votes polled
a) Total physical Postal Ballot Forms / E-voting options received	160	53485645	
b) Less: Invalid Postal Ballot Forms / E-voting options	0	0	
c) Net valid Postal Ballot Forms/ E-voting options received	160	53485645*	100.00
d) Votes in favour of the Resolution	152	53457787	99.95
e) Votes against the Resolution	8	27850	0.05



\*One shareholder who has voted in electronic mode has given his assent for number of shares less by 8 than his holdings.

For Special Resolution - 3

Particulars	No. of Postal Ballot Forms	No. of shares	% of total votes polled
a) Total physical Postal Ballot Forms / E-voting options received	160	53485645	
b) Less: Invalid Postal Ballot Forms / E-voting options	0	0	
c) Net valid Postal Ballot Forms/ E-voting options received	160	53485645	100.00
d) Votes in favour of the Resolution	153	53457761	99.95
e) Votes against the Resolution	7	27872	0.05

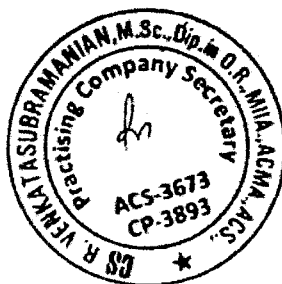
\*One shareholder who has voted in electronic mode has given his assent for number of shares less by 12 than his holdings.


The detailed report is enclosed as Annexure- 2.

4. RECOMMENDATION:

Three 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: Dalmiapuram  
Date: 07-10-2016



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

ANNEXURE - 1

**A. BASIS OF ACCEPTANCE**

**Physical Ballot Form:**

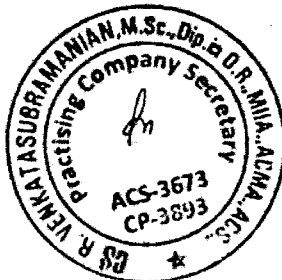
1. Assent or dissent given by putting the tick mark in the column provided for that purpose has been considered only.
2. In case of Joint shareholder(s) form completed and signed by first named member and in his absence by next named member has been considered.
3. Shareholders has assented or dissented 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.


**B. BASIS OF REJECTION**

**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 3rd October, 2016.
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.

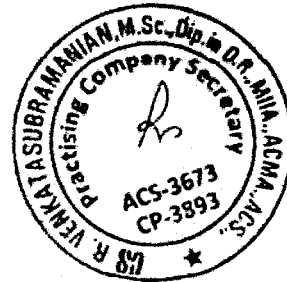
Place: Dalmiapuram  
Date: 07.10.2016



  
R. VENKATASUBRAMANIAN  
PRACTISING COMPANY SECRETARY  
ACS 3673; CP 3893

**SCRUTINISER REPORT - ANNEXURE - 2**

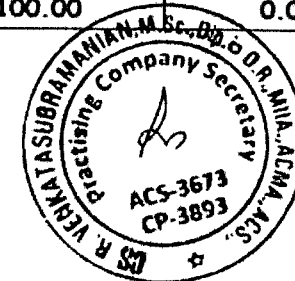
Date of Postal Ballot	07.10.2016
Total Number of shareholders on Record Date	13567
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and promoter Group:	NA
Public:	NA



1. Details of the voting result as per clause 44(3) of the Listing Agreement in respect of Special Resolution passed for seeking approval of shareholders pursuant to Section 41, 42, 62 and 71 and other applicable provisions of the Companies Act, 2013 for issuance and allotment of further securities convertible into equity shares to the extent of Rs.3,000 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.2.24 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	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - Favour	No. of Votes - Against	No. of votes in favour on votes polled	No. of votes in against on votes polled
		(1)	(2)		(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	50982341	8947723	17.55	8947723	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		40339928	79.13	40339928	0	100.00	0.00
	Total (A)		49287651	96.68	49287651	0	100.00	0.00
Public- Institutions	E-Voting	11323111	2416185	21.34	2416185	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total (B)		2416185	21.34	2416185	0	100.00	0.00
Public- Non Institutions	E-Voting	26493851	6883*	0.03	6881	2	99.97	0.03
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		42308	0.16	42303	5	99.99	0.01
	Total (C)		49191	0.19	49184	7	99.99	0.01
Total	(A+B+C)	88799303	51753027	58.28	51753020	7	100.00	0.00

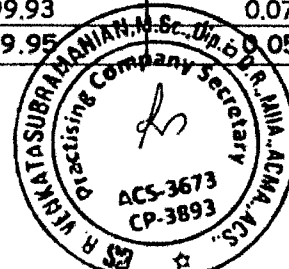
- Does not include 12 votes less voted by one shareholder in electronic mode



2. Details of the voting result as per clause 44(3) of the Listing Agreement in respect of Special Resolution passed for seeking approval of shareholders under Section 180(1)(a) of the Companies Act, 2013 to authorize the Board of Directors to provide security by way of mortgage and/or charge all or any of the assets of the Company to the extent of Rs.1000 crore or to the extent authority conferred on the Board to borrow monies in excess of the paid up capital and free reserves of the Company, whichever is higher.

Resolution required: (Ordinary/Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - Favour	No. of Votes - Against	No. of votes in favour on votes polled	No. of votes in against on votes polled
		(1)	(2)		(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	50982341	8947723	17.55	8947723	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		40339928	79.13	40339928	0	100.00	0.00
	Total (A)		49287651	96.68	49287651	0	100.00	0.00
Public- Institutions	E-Voting	11323111	4148791	36.64	4120976	27815	99.33	0.67
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (B)		4148791	36.64	4120976	27815	99.33	0.67
Public- Non Institutions	E-Voting	26493851	6887*	0.03	6877	10	99.85	0.15
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		42308	0.16	42283	25	99.94	0.06
	Total (C)		49195	0.19	49160	35	99.93	0.07
Total	(A+B+C)	88799303	53485637	60.23	53457787	27850	99.95	0.05

\* Does not include 8 votes less voted by one shareholder in electronic mode.



3. Details of the voting result as per clause 35A of the Listing Agreement in respect of Special Resolution passed for seeking approval of shareholders under Section 42, Section 71 read with Section 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				
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Promoter and promoter Group	E-Voting	50982341	8947723	17.55	8947723	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		40339928	79.13	40339928	0	100.00	0.00
	Total (A)		49287651	96.68	49287651	0	100.00	0.00
Public- Institutions	E-Voting	11323111	4148791	36.64	4120976	27815	99.33	0.67
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (B)		4148791	36.64	4120976	27815	99.33	0.67
Public- Non Institutions	E-Voting	26493851	6883	0.03	6831	52	99.24	0.76
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		42308	0.16	42303	5	99.99	0.01
	Total (C)		49191	0.19	49134	57	99.88	0.12
Total	(A+B+C)	88799303	53485633	60.23	53457761	27872	99.95	0.05

- Does not include 12 votes less voted by one shareholder in electronic mode

