Dalmia
Bharat Limited

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ND/SY/7505 September 20 2017

National Stock Exchange of India Limited
"Exchange Plaza", 5th Floor
Plot No. C-1, G Block
Bandra Kurla Complex,
Bandra (East), Mumbai-400051
NSE Scrip Code- DALMIABHA

The Stock Exchange, Mumbai,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai -400001

BSE Scrip Code -DALMIABHA (533309)

Dear Sirs,

Sub: Disclosure pursuant to Reg 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find attached herewith the proceedings of the 12th Annual General Meeting of the Company held at the registered office of the Company on September 20, 2017.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For **Dalmia Bharat Limited**

Dalmia Bharat Li

Nidhi B

(Nidhi Bisaria)
Company Secretary

Encl: as stated

DALMIA BHARAT LIMITED
CIN: L 40109TN2006PLC058818
(Registered Office: Dalmiapuram – 621651, District Tiruchirapalli, Tamil Nadu)
(Website: www.dalmiabharat.com; Tel: 04329 235132; Fax: 04329 235111)

SUMMARY OF PROCEEDINGS OF THE TWELFTH ANNUAL GENERAL MEETING OF THE COMPANY

Held at Community Centre Premises at Dalmiapuram – 621651, District Tiruchirapalli, Tamil Nadu on Wednesday September 20, 2017 at 10.00 a.m.)

Chairman: Shri N. Gopalaswamy, Director and Chairman of the Audit Committee and Nomination and Remuneration Committee; and Member of the Stakeholders Relationship Committee and Risk Management Committee.

Members Present: 75 members including Authorised Representatives and 2 person holding proxies on behalf of 2 shareholders attend the meeting in person.

No of items of business transacted: Total 7 items comprising 4 items of Ordinary Business and 3 items of Special Business were transacted at the Meeting.

E-Voting: The Company had made electronic voting facility available through Karvy Computershare Private Limited and the e-voting facility was open for members to cast their vote between September 17, 2017 (9.30 a.m.) and September 19, 2017 (5.00 p.m.). Cutoff date for determining the name of the members for voting at the Annual General Meeting was September 13, 2017. 219 Members voted through the remote E-voting facility.

Proceedings of Meeting: All the items set out in the Notice dated 10-5-2017 convening the Annual General Meeting were duly proposed and seconded by members present in the meeting. A poll was ordered by the Chairman of the Meeting. Shri V. Sundararaj was appointed as the joint Scrutiniser for the polling process conducted at the Meeting to assist Shri R. Venkatasubramanian, Practising Company Secretary, who had been appointed by the Board of Directors to act as Scrutiniser for the electronic voting process as well as the polling process at the Annual General Meeting. The Chairman declared that the results of the Poll would be announced on September 20, 2017 on or before 5.00 p.m. and will be available for perusal of the Members.

Results of the Poll: Shri R. Venkatasubramanian, Practising Company Secretary, submitted his Scrutiniser's Report dated September 20, 2017 to the Chairman of the Meeting, who accepted the Report and declared the following Results:

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RESULT OF THE E-VOTING AND POLL HELD AT THE ANNUAL GENERAL MEETING HELD ON 20-9-2017

Item No.	Particulars of Resolution	E-Voting & Poll results				
		VOTES IN FAVOUR		VOTES AGAINST		RESULT
		No of votes polled	% to total votes polled	No. of votes polled	% to total votes polled	
1.	Ordinary Resolution to adopt the Standalone Financial Statements for the financial year ended on March 31, 2017 together with the Report of Board of Directors and Auditors thereon and Consolidated Financial Statements for the financial year ended on March 31, 2017 together with the Report of the Auditors thereon.	64463526	100.00%	-	-	Resolution carried out unanimously
2.	Ordinary Resolution to declare dividend of ` 2.20 (110%) per equity share of ` 2/- each.	66846677	100.00%	-	-	Resolution carried out unanimously
3.	Ordinary Resolution to appoint a Director in place of Mr. Jayesh Nagindas Doshi, who retires by rotation and being eligible, offers himself for re-appointment.	65988392	98.72%	858285	1.28%	Resolution carried with requisite majority
4.	Ordinary Resolution to ratify the appointment of M/s S.S. Kothari Mehta & Co., Chartered Accountants, as Statutory Auditors from this Annual General Meeting 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 ` 10 lakhs.	66846672	100.00%	-	-	Resolution carried out unanimously
5.	Special Resolution 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	61766252	92.70%	4865920	7.30%	Resolution carried with requisite majority

	approved by the shareholders in their meeting held on September 30, 2015.					
6.	Special Resolution 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.	57902896	93.01%	4349058	6.99%	Resolution carried with requisite majority
7.	Special Resolution 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.	58069584	93.03%	4349063	6.97%	Resolution carried with requisite majority

Note: The votes in favour/against shown above excludes invalid votes.

For **Dalmia Bharat Limited**

Dalmia Bharat Limited

(N. Gopalaswamy)
Chairman of the Meeting

Place: Dalmiapuram
Dated: 20-9-2017