

ND/SY/7505

January 24, 2017

BSE 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:

- (1) Combined voting results of the business transacted at the National Company Law Tribunal convened meeting of equity shareholders of the Company held on January 24, 2018
- (2) Combined voting results pursuant to Securities and Exchange Board of India Circular no: CIR/CFD/CMD/16/2015 dated November 30, 2015

Ref: Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir(s),

Pursuant to the order dated December 12, 2017 passed by the National Company Law Tribunal, Bench at Chennai ("**NCLT Order**"), a meeting of equity shareholders of the Company was held on Wednesday, January 24, 2018 at 11:00 A.M. at the registered office of the Company at Dalmiapuram, Tiruchirapalli District, Tamil Nadu 621651 for approving the Scheme of Arrangement and Amalgamation amongst Odisha Cement Limited, Dalmia Bharat Limited and Dalmia Cement (Bharat) Limited and their respective shareholders and creditors ("**Scheme of Arrangement and Amalgamation**" / "**Scheme**").

Pursuant to Para 1.A.9 (a) of Annexure I of the SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 ("**SEBI Circular**") the Scheme was also required to be approved by majority of the Public Shareholders of the Company having been provided the facility of voting through postal ballot and e-voting.

In accordance with the provisions of Sections 230(4) and 232(1) of the Companies Act, 2013 read with Rules 5 and 6 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016, and Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 and SEBI Circular, the Company had provided facility of



postal ballot and e-voting to its equity shareholders (which includes Public Shareholders) for approval of the Scheme.

Accordingly, voting by equity shareholders (including Public Shareholders) of the Company for approval of the Scheme has been carried out through (i) postal ballot; (ii) e-voting; and (iii) physical voting (ballot paper) at the venue of the meeting, which was held on January 24, 2018.

As per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed details regarding

(i) the voting results of equity shareholders, in terms of the Companies Act, 2013 and NCLT Order, alongwith the Scrutinizer's report **(Annexure-A)**;

(ii) the voting results of Public Shareholders, in terms of the SEBI Circular, alongwith a separate Scrutinizer's report **(Annexure-B)**.

The results are also being displayed at the registered office of the Company at Dalmiapuram, Tiruchirapalli District, Tamil Nadu 621651 and posted on the Company's website <https://www.dalmiabharat.com>.

Thanking You,

Yours faithfully,

For **DALMIA BHARAT LIMITED**



DR. SANJEEV GEMAWAT

COMPANY SECRETARY

Annexure - A

Date of the AGM/EGM		DALMIA BHARAT LIMITED									
Total number of shareholders on record date		24-01-2018									
No. of shareholders present in the meeting either in person or through proxy:		25063									
Promoters and Promoter Group:		26									
Public:		80									
No. of Shareholders attended the meeting through Video Conferencing											
Promoters and Promoter Group:		Not Applicable									
Public:		Not Applicable									
Resolution No.		1									
Resolution required: (Ordinary/ Special)		Special - To consider and approve the Scheme of Arrangement and Amalgamation amongst Odisha Cement Limited, Dalmia Bharat Limited and Dalmia Cement (Bharat) Limited and their respective shareholders and creditors.									
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 – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	51638563	47768613	92.5100	47768613	0	100.0000	0.0000			
	Poll		1948265	3.7700	1948265	0	100.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
	Total		49716878	96.28	49716878	0	100	0			
Public- Institutions	E-Voting	20305772	16256321	80.0600	16256321	0	100.0000	0.0000			
	Poll		0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
	Total		16256321	80.06	16256321	0	100	0			
Public- Non Institutions	E-Voting	17021468	4207886	24.7200	4207886	0	100.0000	0.0000			
	Poll		111219	0.6500	111219	0	100.0000	0.0000			
	Postal Ballot (if applicable)		15826	0.0930	15826	0	100.0000	0.0000			
	Total		4334931	25.46	4334931	0	100	0			
Total		88965803	70308130	79.0300	70308130	0	100.0000	0.0000			



REPORT OF THE SCRUTINISER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH ("NCLT") CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF DALMIA BHARAT LIMITED HELD ON WEDNESDAY, JANUARY 24, 2018 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT DALMIAPURAM, LALGUDI TALUK, TIRUCHIRAPALLI DISTRICT, TAMIL NADU PIN:621651, INDIA.

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014

To

Mr. N. Gopalaswamy

The Chairman appointed by the Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT"), for the meeting of the equity shareholders of Dalmia Bharat Limited pursuant to original Application No. CA/202/CAA/CB/2017.

Sub: Scrutiniser's Report on voting by equity shareholders through postal ballot /e-voting / ballot paper at the NCLT convened meeting of the equity shareholders of Dalmia Bharat Limited held on Wednesday, January 24, 2018 at 11.00 a.m. at the registered office of the Company at Dalmiapuram, Lalgudi Taluk, Tiruchirapalli District, Tamil Nadu Pin:621651, India.

Dear Sir,

I, R. Venkatasubramanian, Practising Company secretary(ACS - 3673;CP - 3893) have been appointed as the Scrutinizer for the purpose of scrutinizing the voting done through the postal ballot, e-voting and the voting conducted through ballot paper at the venue of the meeting of the equity shareholders (including Public Shareholders) of Dalmia Bharat Limited convened by the order of NCLT and held at the registered office of the Company at Dalmiapuram, Lalgudi Taluk, Tiruchirapalli District, Tamil Nadu Pin:621651, India. on Wednesday, January 24, 2018 at 11.00 a.m., pursuant to provisions of the Companies Act, 2013 read with applicable rules made thereunder and any other applicable regulations, on the resolution seeking approval of the equity shareholders (including Public Shareholders) to the Scheme of Arrangement and Amalgamation amongst Odisha Cement Limited, Dalmia Bharat Limited and Dalmia Cement (Bharat) Limited and their respective shareholders and creditors ("Scheme"), in terms of the notice dated December 22, 2017.



I hereby submit my report as under:

- (i) The Company had engaged Karvy Computer Share Private Limited ("Karvy") for providing the e-voting platform to the equity shareholders (including Public Shareholders) of the Company.
- (ii) The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through postal ballot, e-voting and the voting conducted through ballot paper at the venue of the meeting, on the resolution contained in the notice of the meeting.
- (iii) The cut-off date was Friday, December 15, 2017 for the purpose of determining the equity shareholders (including Public Shareholders) entitled to vote through postal ballot and e-voting and voting conducted through ballot paper at the venue of the meeting on the resolution seeking their approval.
- (iv) The voting through postal ballot and e-voting had commenced at 9:00 a.m. on Monday, December 25, 2017 and had closed at 5:00 p.m. on Tuesday, January 23, 2018.
- (v) My responsibility as Scrutinizer for the voting process (through postal ballot, e-voting and voting conducted through ballot paper at the meeting) is restricted to scrutinize the postal ballot papers, e-voting process and voting conducted through ballot paper at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in favour or against the resolution stated in the notice.
- (vi) The Company had on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the notice of the meeting and postal ballot and e-voting along with the relevant annexures referred thereto, postal ballot form, proxy form, attendance slip, etc. to the equity shareholders (including Public Shareholders) of the Company (holding the equity shares as of the cut-off date, i.e. Friday, December 15, 2017) on Friday, December 22, 2017 and had also published an advertisement in this regard, in the Business Standard (All India Editions) (in English language) and in MalaiChudar (Chennai Edition) (in Tamil language) on December 25, 2017.
- (vii) The e-voting module was disabled and blocked by Karvy for voting on January 23, 2018 at 5 PM.



- (viii) The equity shareholders (including Public Shareholders) were required to send the completed and signed postal ballot forms which should reach me on or before 5.00 p.m. on January 23, 2018. I did not accept any postal ballot form after 5.00 p.m. on January 23, 2018. The votes cast under the e-voting facility were unblocked in the presence of V.Bhavapriya and D.Ramakrishna, who were not in employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence

1. *Bhavapriya* (BHAVA PRIYA.V)

2. *D. Ramakrishna* (RAMAKRISHNA.D)

- (ix) On Wednesday, January 24, 2018, at the venue of the NCLT convened meeting, at the end of discussion, the Chairman of the meeting directed for conducting the voting through ballot paper for the equity shareholders (including Public Shareholders) who were present at the meeting but who had not cast their vote earlier through the postal ballot or the e-voting module of Karvy.
- (x) After the time fixed for closing of voting through ballot paper by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
- (xi) The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll 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.
- (xii) The ballot papers, postal ballot forms and the e-voting, which were incomplete and/or which were otherwise found to be defective were treated as invalid.
- (xiii) Thereafter, the following consolidated report on result of voting by equity shareholders (including Public Shareholders) through postal ballot, e-voting and the voting conducted through ballot paper at the venue of the meeting of equity shareholders, in terms of the Companies Act, 2013 and NCLT Order was prepared.



RESOLUTION PUT TO VOTE

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any statutory modification(s) or re-enactment thereof for the time being in force, the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Chennai bench of the Hon'ble National Company Law Tribunal and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed, imposed or approved by the Chennai bench of the Hon'ble National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the Scheme of Arrangement and Amalgamation amongst Odisha Cement Limited, Dalmia Bharat Limited and Dalmia Cement (Bharat) Limited and their respective shareholders and creditors ("Scheme of Arrangement and Amalgamation") circulated to the shareholders of the Company along with the notice of postal ballot and e-voting, and the arrangement and amalgamation embodied therein be and are hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement and amalgamation as embodied in the Scheme of Arrangement and Amalgamation and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Chennai bench of the Hon'ble National Company Law Tribunal while sanctioning the Scheme of Arrangement and Amalgamation or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme of Arrangement and Amalgamation, as the Board may deem fit and proper."



Consolidated report on result of voting by equity shareholders (including Public Shareholders) through postal ballot, e-voting and the voting conducted through ballot paper at the venue of the meeting of equity shareholders, in terms of the Companies Act, 2013 and NCLT Order.

(a) Total Valid Votes

Voting Description	Number of Members who voted *	No. Of Valid Votes
Voting through Poll Papers	82	2059484
Voting through Postal Ballot	32	15826
Remote E-Voting	265	68232820
Total	379	70308130

(b) Votes in favour of the Resolutions:

Manner of Voting	Number of members voted *	No. of votes cast by members	% of Total Number of Valid Votes Casted
Postal Ballot	32	15826	100.00
E-Voting	265	68232820	100.00
Voting conducted through ballot paper at the venue of the meeting (in person or by proxy)	82	2059484	100.00
Total	379	70308130	100.00

(c) Votes against the Resolution:

None of the members voted against the resolution either by Postal ballot, E-voting or through ballot paper at the venue of the meeting.



(d) Invalid votes:


Manner of Voting	Number of members voted *	No. of votes cast by members
Postal Ballot	10	1736
E-Voting	1	43613
Voting conducted through ballot paper at the venue of the meeting (in person or by proxy)	0	0
Total	11	45349

*No. of Members is equivalent to No. of Folios/Accounts

Based on the foregoing, the aforesaid resolutions shall be deemed to have been passed
unanimously by the equity shareholders.

- (xiv) List of equity shareholders who voted for and those where declared invalid is enclosed.
- (xv) All relevant records of the voting conducted through ballot paper at the venue of the meeting and postal ballot and the e-voting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the meeting.

Thanking you
Yours faithfully,


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

Place: Dalmiapuram
Date: January 24, 2018



Dalmia Bharat Limited	
Voting Results as per Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	
Date of AGM/EGM/NCLT convened meeting of shareholders	January 24, 2018
Total number of shareholders on record/cut - off date	25063
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	26
Public	80
No. of shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoters and Promoter Group	-
Public	-



Agenda:

"To Approve the Scheme of Arrangement and Amalgamation amongst Odisha Cement Limited, Dalmia Bharat Limited and Dalmia Cement (Bharat) Limited and their respective shareholders and creditors("Scheme").

Resolution No. 1		Resolution required to be passed with requisite majority						
Resolution Required (Ordinary / Special)		Yes						
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 - in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6) =[(4)/(2)]*100	% of Votes against on votes polled (7) =[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	51638563	47768613	92.51	47768613	0	100.00	0.00
	Poll		1948265	3.77	1948265	0	100.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		49716878	96.28	49716878	0	100.00	0.00
Public Institutions	E-Voting	20305772	16256321	80.06	16256321	0	100.00	0.00
	Poll		0	0.00	0	0	100.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		16256321	80.06	16256321	0	100.00	0.00
Public-Non-institutions	E-Voting	17021468	4207886	24.72	4207886	0	100.00	0.00
	poll		111219	0.65	111219	0	100.00	0.00
	Postal Ballot (If Applicable)		15826	0.09	15826	0	0.00	0.00
	Total		4334931	25.46	4334931	0	100.00	0.00
Total		88965803	70308130	79.03	70308130	0	100.00	0.00



Annexure-B

Date of the AGM/EGM		DALMIA BHARAT LIMITED									
Total number of shareholders on record date		24-01-2018									
No. of shareholders present in the meeting either in person or through proxy:		25063									
Promoters and Promoter Group:		26									
Public:		80									
No. of Shareholders attended the meeting through Video Conferencing											
Promoters and Promoter Group:		Not Applicable									
Public:		Not Applicable									
Resolution No.		1									
Resolution required: (Ordinary/ Special)		Resolution required to be passed with requisite majority by Public Shareholders only*									
Whether promoter/ promoter group are interested in the agenda/resolution?		Only Public Shareholders' votes have been considered for the reporting*									
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 – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting		0	0.0000	00	00	0.0000	0.0000			
	Poll	0	0	0.0000	00	00	0.0000	0.0000			
	Postal Ballot (if applicable)										
	Total			0.0000	00	00	0.0000	0.0000			
Public- Institutions	E-Voting		16256321	80.0600	16256321	0	100.0000	0.0000			
	Poll	20305772	0	0.0000	00	00	0.0000	0.0000			
	Postal Ballot (if applicable)			0.0000	00	00	0.0000	0.0000			
	Total		16256321	80.06	16256321	0	100.0000	0.0000			
Public- Non Institutions	E-Voting		1319100	7.7500	1319100	0	100.0000	0.0000			
	Poll	17021468	111219	0.6500	111219	0	100.0000	0.0000			
	Postal Ballot (if applicable)		15826	0.0900	15826	0	100.0000	0.0000			
	Total		1446145	8.5000	1446145	0	100.0000	0.0000			
Total		37327240	17702466	47.4300	17702466	0	100.0000	0.0000			

* In terms of Para I.A.9 (a) of Annexure I of SEBI Circular CIR/CFD/CMD/16/2015 dated 30th November, 2015.



REPORT OF THE SCRUTINISER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH ("NCLT") CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF DALMIA BHARAT LIMITED HELD ON WEDNESDAY, JANUARY 24, 2018 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT DALMIAPURAM, LALGUDI TALUK, TIRUCHIRAPALLI DISTRICT, TAMIL NADU PIN:621651, INDIA.

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014

To

Mr. N. Gopalaswamy

The Chairman appointed by the Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT"), for the meeting of the equity shareholders of Dalmia Bharat Limited pursuant to original Application No. CA/202/CAA/CB/2017.

Sub: Scrutiniser's Report on voting by equity shareholders through postal ballot /e-voting / ballot paper at the NCLT convened meeting of the equity shareholders of Dalmia Bharat Limited held on Wednesday, January 24, 2018 at 11.00 a.m. at the registered office of the Company at Dalmiapuram, Lalgudi Taluk, Tiruchirapalli District, Tamil Nadu Pin:621651, India.

Dear Sir,

I, R. Venkatasubramanian, Practising Company secretary(ACS - 3673;CP - 3893) have been appointed as the Scrutinizer for the purpose of scrutinizing the voting done through the postal ballot, e-voting and the voting conducted through ballot paper at the venue of the meeting of the equity shareholders (including Public Shareholders) of Dalmia Bharat Limited convened by the order of NCLT and held at the registered office of the Company at Dalmiapuram, Lalgudi Taluk, Tiruchirapalli District, Tamil Nadu Pin:621651, India. on Wednesday, January 24, 2018 at 11.00 a.m., pursuant to provisions of the Companies Act, 2013 read with applicable rules made thereunder and any other applicable regulations, on the resolution seeking approval of the equity shareholders (including Public Shareholders) to the Scheme of Arrangement and Amalgamation amongst Odisha Cement Limited, Dalmia Bharat Limited and Dalmia Cement (Bharat) Limited and their respective shareholders and creditors ("Scheme"), in terms of the notice dated December 22, 2017.



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.

I hereby submit my report as under:

- (i) The Company had engaged Karvy Computer Share Private Limited ("Karvy") for providing the e-voting platform to the equity shareholders (including Public Shareholders) of the Company.
- (ii) The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through postal ballot, e-voting and the voting conducted through ballot paper at the venue of the meeting, on the resolution contained in the notice of the meeting.
- (iii) The cut-off date was Friday, December 15, 2017 for the purpose of determining the equity shareholders (including Public Shareholders) entitled to vote through postal ballot and e-voting and voting conducted through ballot paper at the venue of the meeting on the resolution seeking their approval.
- (iv) The voting through postal ballot and e-voting had commenced at 9:00 a.m. on Monday, December 25, 2017 and had closed at 5:00 p.m. on Tuesday, January 23, 2018.
- (v) My responsibility as Scrutinizer for the voting process (through postal ballot, e-voting and voting conducted through ballot paper at the meeting) is restricted to scrutinize the postal ballot papers, e-voting process and voting conducted through ballot paper at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in favour or against the resolution stated in the notice.
- (vi) The Company had on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the notice of the meeting and postal ballot and e-voting along with the relevant annexures referred thereto, postal ballot form, proxy form, attendance slip, etc. to the equity shareholders (including Public Shareholders) of the Company (holding the equity shares as of the cut-off date, i.e. Friday, December 15, 2017) on Friday, December 22, 2017 and had also published an advertisement in this regard, in the Business Standard (All India Editions) (in English language) and in MalaiChudar (Chennai Edition) (in Tamil language) on December 25, 2017.
- (vii) The e-voting module was disabled and blocked by Karvy for voting on January 23, 2018 at 5 PM.



- (viii) The equity shareholders (including Public Shareholders) were required to send the completed and signed postal ballot forms which should reach me on or before 5.00 p.m. on January 23, 2018. I did not accept any postal ballot form after 5.00 p.m. on January 23, 2018. The votes cast under the e-voting facility were unblocked in the presence of V.Bhavapriya and D.Ramakrishna, who were not in employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence

1. *Bhavapriya* (BHAVAPRIYA.V)

2. *D. Ramakrishna* (RAMAKRISHNA.D)

- (ix) On Wednesday, January 24, 2018, at the venue of the NCLT convened meeting, at the end of discussion, the Chairman of the meeting directed for conducting the voting through ballot paper for the equity shareholders (including Public Shareholders) who were present at the meeting but who had not cast their vote earlier through the postal ballot or the e-voting module of Karvy.
- (x) After the time fixed for closing of voting through ballot paper by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
- (xi) The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll 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.
- (xii) The ballot papers, postal ballot forms and the e-voting, which were incomplete and/or which were otherwise found to be defective were treated as invalid.
- (xiii) Thereafter, the following consolidated report on result of voting by equity shareholders (including Public Shareholders) through postal ballot, e-voting and the voting conducted through ballot paper at the venue of the meeting of equity shareholders, in terms of the Companies Act, 2013 and NCLT Order was prepared.



RESOLUTION PUT TO VOTE

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any statutory modification(s) or re-enactment thereof for the time being in force, the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Chennai bench of the Hon'ble National Company Law Tribunal and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed, imposed or approved by the Chennai bench of the Hon'ble National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the Scheme of Arrangement and Amalgamation amongst Odisha Cement Limited, Dalmia Bharat Limited and Dalmia Cement (Bharat) Limited and their respective shareholders and creditors ("Scheme of Arrangement and Amalgamation") circulated to the shareholders of the Company along with the notice of postal ballot and e-voting, and the arrangement and amalgamation embodied therein be and are hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement and amalgamation as embodied in the Scheme of Arrangement and Amalgamation and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Chennai bench of the Hon'ble National Company Law Tribunal while sanctioning the Scheme of Arrangement and Amalgamation or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme of Arrangement and Amalgamation, as the Board may deem fit and proper."



Consolidated report on result of voting by equity shareholders (including Public Shareholders) through postal ballot, e-voting and the voting conducted through ballot paper at the venue of the meeting of equity shareholders, in terms of the Companies Act, 2013 and NCLT Order.

(a) Total Valid Votes

Voting Description	Number of Members who voted *	No. Of Valid Votes
Voting through Poll Papers	82	2059484
Voting through Postal Ballot	32	15826
Remote E-Voting	265	68232820
Total	379	70308130

(b) Votes in favour of the Resolutions:

Manner of Voting	Number of members voted *	No. of votes cast by members	% of Total Number of Valid Votes Casted
Postal Ballot	32	15826	100.00
E-Voting	265	68232820	100.00
Voting conducted through ballot paper at the venue of the meeting (in person or by proxy)	82	2059484	100.00
Total	379	70308130	100.00

(c) Votes against the Resolution:

None of the members voted against the resolution either by Postal ballot, E-voting or through ballot paper at the venue of the meeting.



(d) Invalid votes:

Manner of Voting	Number of members voted *	No. of votes cast by members
Postal Ballot	10	1736
E-Voting	1	43613
Voting conducted through ballot paper at the venue of the meeting (in person or by proxy)	0	0
Total	11	45349


*No. of Members is equivalent to No. of Folios/Accounts

Based on the foregoing, the aforesaid resolutions shall be deemed to have been passed
unanimously by the equity shareholders.

(xiv) List of equity shareholders who voted for and those where declared invalid is enclosed.

(xv) All relevant records of the voting conducted through ballot paper at the venue of the meeting and postal ballot and the e-voting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the meeting.

Thanking you
Yours faithfully,


R. Venkatasubramanian
Practicing Company Secretary
ACS - 3673 CP - 3893

Place: Dalmiapuram
Date: January 24, 2018



Dalmia Bharat Limited	
Voting Results as per Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	
Date of AGM/EGM/NCLT convened meeting of shareholders	January 24, 2018
Total number of shareholders on record/cut - off date	25063
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	26
Public	80
No. of shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoters and Promoter Group	-
Public	-



Agenda:

"To Approve the Scheme of Arrangement and Amalgamation amongst Odisha Cement Limited, Dalmia Bharat Limited and Dalmia Cement (Bharat) Limited and their respective shareholders and creditors("Scheme").

Resolution No. 1		Resolution required to be passed with requisite majority						
Resolution Required (Ordinary / Special)		Yes						
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 - in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6) =[(4)/(2)]*100	% of Votes against on votes polled (7) =[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	51638563	47768613	92.51	47768613	0	100.00	0.00
	Poll		1948265	3.77	1948265	0	100.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		49716878	96.28	49716878	0	100.00	0.00
Public Institutions	E-Voting	20305772	16256321	80.06	16256321	0	100.00	0.00
	Poll		0	0.00	0	0	100.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		16256321	80.06	16256321	0	100.00	0.00
Public-Non-institutions	E-Voting	17021468	4207886	24.72	4207886	0	100.00	0.00
	poll		111219	0.65	111219	0	100.00	0.00
	Postal Ballot (If Applicable)		15826	0.09	15826	0	0.00	0.00
	Total		4334931	25.46	4334931	0	100.00	0.00
Total		88965803	70308130	79.03	70308130	0	100.00	0.00

