

ND/SY/7505 13th October, 2015

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 Clause 35A of the Listing Agreement.

Dear Sir/Madam,

Pursuant to Clause 35A of the Listing Agreement, following are the details regarding voting results of the Postal Ballot conducted by the Company:

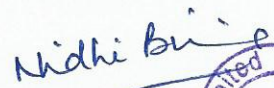
Date of declaration of Postal Ballot Result	12 th October, 2015
Total number of shareholders on record date	12659
Number of Ballot papers received from Shareholders who voted physically	<u>Item No. 1</u>
1) Promoters and Promoters Group	37
2) Public	96
Number of Ballot papers received from Shareholders who voted electronically	
1) Promoters and Promoters Group	-
2) Public	64
Number of Shareholders attend the meeting through Video Conferencing:-	
1) Promoters and Promoters Group	Not Applicable
2) Public	



The details of voting as per clause 35A of the Listing Agreement in respect of Special Resolution passed through Postal Ballot are attached as Annexure 1.

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

Yours faithfully,


(Nidhi Bisaria)
Company Secretary



Encl: Scrutinizer's Report

cc: Share Department, Dalmiapuram – for information

(1) Details of the voting result as per clause 35A of the Listing Agreement in respect of Special Resolution passed for Special Resolution seeking approval of shareholders pursuant to sections 41, 42, 62 and other applicable provisions of the Companies Act, 2013 for issuance and allotment of further securities convertible into equity shares to the extent of ₹ 12000 million which upon conversion of all securities would give rise to the issue of equity capital of an aggregate face value of ₹ 3.5 crore.:

Mode of Voting: Postal Ballot- Physical

Promoter/Public	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	50982341	50907981	99.85	50907981	0	100	0
Public – Institutional holders**	10683043	-	-	-	-	-	-
Public-Others	19523919	76717*	0.39	74312	2405	96.87	3.13
Total	81189303	50984698*	62.70	50982293	2405	100.00	0.00

** Includes Body Corporate, *Excludes 10 invalid votes.

Mode of Voting: Postal Ballot - E-Voting

Promoter/Public	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	50982341	-	-	-	-	-	-
Public – Institutional holders**	10683043	4055696	37.96	3354826	700870	82.72	17.28
Public-Others	19523919	1099*	0.01	1048	51	95.36	4.64
Total	81189303	4056795*	5.00	3355874	700921	82.72	17.28

** Includes Body Corporate, *Excludes 50 votes abstained.



Mode of Voting: Physical & e-Voting (Consolidated)

Promoter/Public	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	50982341	50907981	99.85	50907981	0	100	0
Public – Institutional holders**	10683043	4055696	37.96	3354826	700870	82.72	17.28
Public-Others	19523919	77816*	0.40	75360	2456	96.84	3.16
Total	81189303	55041493	67.79	54338167	703326	98.72	1.28

** Includes Body Corporate. * Excludes 10 invalid votes and 50 votes abstained.



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 Tiruchirapalli, Tamil Nadu.

Dear Sirs,

1. I have been appointed as scrutinizer vide letter dated 04.09.2015, for conducting the Postal Ballot process.
2. I submit our report as under:
 - 2.1. The company has completed on 4th September 2015, the dispatch of notice of Postal Ballot, dated 13th May, 2015 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 21st August, 2015.
 - 2.2. The e-voting was commenced from 07-09-2015 at 9:30 a.m. and ended on 06-10-2015 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 up to the date closing of working hours (5.00p.m.) on 6th October, 2015 were considered for my scrutiny.



- 2.6. Envelopes containing Postal Ballot forms received after 5.00 p.m. on 6th October, 2015 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 RESOLUTION :

Seeking approval of shareholders pursuant to Section 41,42 and 62 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.12,000 million which upon conversion of all securities would give rise to the issue of equity capital of an aggregate face value of Rs.3.5 crore.

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:



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	199	55041553	100
b) Less: Invalid Postal Ballot Forms / E-voting options	2	60	-
c) Net valid Postal Ballot Forms/ E-voting options received	197	55041493	100
d) Votes in favour of the Resolution	156	54338167	98.72
e) Votes against the Resolution	41	703326	1.28

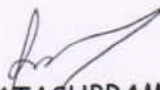
The detailed report is enclosed as Annexure-1

4. RECOMMENDATION:

One resolution specified in the Notice of Postal Ballot has been passed with requisite majority. You may accordingly declare the result of voting by Ballot.

Place : Delhi
Date: 12-10-2015




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

- (1) Details of the voting result as per clause 35A of the Listing Agreement in respect of Special Resolution passed for Special Resolution seeking approval of shareholders pursuant to sections 41, 42, 62 and other applicable provisions of the Companies Act, 2013 for issuance and allotment of further securities convertible into equity shares to the extent of ₹ 12000 million which upon conversion of all securities would give rise to the issue of equity capital of an aggregate face value of ₹ 3.5 crore.:

Mode of Voting: Postal Ballot- Physical

Promoter/Public	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
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Public – Institutional holders**	10683043	-	-	-	-	-	-
Public-Others	19523919	76717*	0.39	74312	2405	96.87	3.13
Total	81189303	50984698*	62.70	50982293	2405	100.00	0.00

** Includes Body Corporate, *Excludes 10 invalid votes.

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Promoter and Promoter Group	50982341	-	-	-	-	-	-
Public – Institutional holders**	10683043	4055696	37.96	3354826	700870	82.72	17.28
Public-Others	19523919	1099*	0.01	1048	51	95.36	4.64
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Mode of Voting: Physical & e-Voting (Consolidated)

Promoter/Public	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
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Total	81189303	55041493	67.79	54338167	703326	98.72	1.28

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ANNEXURE - 2

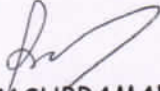
BASIS OF ACCEPTANCE

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 : Delhi
Date: 12-10-2015




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 6th October, 2015.
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: Delhi

Date: 12-10-2015




R.VENKATASUBRAMANIAN
PRACTISING COMPANY SECRETARY
ACS 3673; CP 3893