

ND/SY/7505

20th January 2015

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)

BY EMAIL

Dear Sir,

Re: Proceedings of Postal Ballot

We have pleasure in sending herewith the Minutes of the proceedings dated 12th January 2015 relating to declaration of Result on the voting by Postal Ballot conducted pursuant to section 110 of the Companies Act 2013 for your records.

Thanking you,

Yours faithfully,
For Dalmia Bharat Limited


(Nidhi Bisaria)
Company Secretary

Enclosures: As stated.

Minutes of the proceedings held on 12th January, 2015 at the Registered Office of the Company at Dalmiapuram at 4.00 p.m. relating to the declaration of the result on the voting by Postal Ballot conducted pursuant to Section 110 of the Companies Act, 2013.

Present:

1. Shri N. Gopalaswamy
2. Shri N. Kamaraj
3. Shri V. Sundararaj
4. Shri R. Karthikeyan
5. Shri K.V. Gopal
6. Shri M. Desingu
7. Shri Santhanam
8. Shri M. Ganesan

Shri N. Gopalaswamy, Director who was present, occupied the Chair.

The Chairman stated that the Company had, despatched, through post as well as electronic mail, to all its Members a Notice dated 20-10-2014 under Section 110 of the Companies Act, 2013 for obtaining the consent of the Members to the following Resolution by means of Postal Ballot and E-voting process:

" RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, consent of the shareholders of the Company be and is hereby accorded, to add the following sub clauses (5)(a) to (d) after sub clause (4) in clause III (A)- THE MAIN OBJECTS of the Memorandum of Association of the Company:

- (5) (a) To carry on the business of rendering advisory, consultancy and management services, within India and across the world, in all fields and matters, including in relation to administration, organization, commencement or expansion of industry and business (including construction of plants and machineries, buildings and other civil construction, production, purchases, sales, marketing, advertising, publicity, personal, export and import), and of institutions, concerns, bodies, entities, associations (incorporated or unincorporated), departments and services of the Government,

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public or local authorities, trusts, societies, non-government organisations, scientific research and development centres. To act as a service organization or bureau for providing advice and services of all kinds including in the field of general, administrative, business management, secretarial, consultancy, commercial, financial, legal, economic, labour - recruitment and personnel management, human resource development, industrial, public relations, scientific, technical, direct and indirect taxation, statistical, accountancy & cost accounting, quality control and data processing, other technical or non-technical services, to recruit people, resources for all types of posts, positions in all types of industries or offices including providing manpower for any or all positions that may be required, including the procurement of materials, machinery or any other items or things required by any body corporate, authority, firm, society, trusts or association of persons.

- (b) To purchase or by any other means acquire, develop, protect, prolong and renew, whether in India or elsewhere, any brand, patents, patents rights, inventions, licenses, protection, concessions or any intellectual property having commercial or economic value and to use and turn to account, and to manufacture under or grant licenses or privileges to earn royalties, fees, other remuneration in cash or in kind, in respect of the same and to spend money in experimenting upon, testing and developing, improving or seeking to improve any brand, patents, invention or rights.
- (c) To act as consulting engineers designers, surveyors, valuers, planners, advisors, inspectors, supervisors and maritime management consultant for any types of manufacturing or industrial concerns and operation of dredging equipment, dredgers, cranes, pontoons, barges and other types of

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crafts, ships and vessels of all types and accessories and instrument, parts and fittings required for ships and vessel of all types and accessories and instrument, parts and fittings required for ships and vessels and to provide technical know-how and render complete comprehensive service and industrial technique of factories, foundries, building, ship building yards, shipping jetties, docks, quarries, wharves, canals, rivers, estuaries, back waters, harbours, locks, warehouses and other works.

- (d) To acquire by subscription, purchase or otherwise and to accept and take, hold and sell, shares, securities or stocks in any Company, society or undertaking whether the objects of which shall either in whole or in part be similar or not to those of the Company, as may be likely to promote or advance the interest of this Company."

The Chairman stated that it was mentioned in the said Notice dated 20-10-2014 that the Postal Ballot form sent therewith should be returned by the Shareholders duly completed so as to reach the Scrutiniser on or before 7th January, 2015 and that the electronic voting facility will be available for all the members to cast their votes electronically till 5 p.m. on 7th January, 2015 and further that the Scrutiniser appointed by the Board to oversee the entire Postal Ballot including the electronic voting process, Shri R. Venkatasubramanian, Practising Company Secretary, will thereafter scrutinise the ballot papers as well as the votes received electronically and submit his report to the Chairman after completion of the scrutiny.

The Chairman stated that the Scrutiniser, Shri R. Venkatasubramanian, Practising Company Secretary, had carried out the scrutiny of all the Postal Ballot forms received and the electronic votes cast upto 5.00 p.m. on 7th January, 2015 and that he had submitted his report dated 12th January, 2015 and that he as the Chairman had accepted the said report.

The Chairman then announced the following result of the Postal Ballot received through Post as well as those electronically cast as per the Scrutiniser's report:

- I. The Special Resolution at item 1 of the Notice of Postal Ballot dated 20th October 2014 relating to add new objects clause 5(a) to (d) in the Main Objects of the Memorandum of

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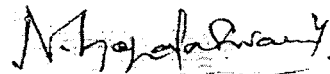
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Association of the Company pursuant to Section 13 of the Companies Act, 2013:

Particulars	No. of Postal Ballot Forms	No. of shares	% of total votes
a) Total physical Postal Ballot Forms and votes electronically cast	222	5,50,87,420	100.00
b) Less: Invalid Postal Ballot Forms and votes electronically cast	15	9,93,087	1.80
c) Net valid Postal Ballot Forms and votes electronically cast	207	5,40,94,333	98.20
d) Votes in favour of the Resolution	197	5,40,31,673	99.88
e) Votes against the Resolution	10	62,660	0.12

The Chairman declared that the Resolution had therefore been approved by the Members with requisite majority.

Place: Dalmiapuram
Dated: 12-1-2015



N. Gopalaswamy
Director

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