

DALMIA BHARAT LIMITED

(Registered Office: Dalmiapuram – 621 651, Distt.Tiruchirapalli, Tamil Nadu)
CIN: L40109TN2006PLC058818; Website: www.dalmiabl.com
Phone No. 04329-235222; Fax No. 04329-235111

RESULT OF POSTAL BALLOT

Based on the Report dated 3rdSeptember 2014 of Mr. R. Venkatasubramanian, Practising Company Secretary, the Scrutiniser appointed by the Board of Directors of the Company for overseeing the Postal Ballot process, the result of the voting conducted through Postal Ballot on the following Resolutions is as under:

- I. The Special Resolution at item no. 1 of the Notice of Postal Ballot dated 15th May 2014 relating to delegation of powers to the Board of Directors pursuant to section 186 of the Companies Act, 2013 to give any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, upto to an aggregate limit of ` 1,200 crores: -

Particulars	No. of Postal Ballot Forms	No. of shares	% of total votes polled
a) Total Postal Ballot Forms / E-voting options received	156	5,37,80,445	100.00
b) Less: Invalid Postal Ballot Forms / E-voting options	8	8,18,123	1.52
c) Net valid Postal Ballot Forms/ E-voting options received	148	5,29,62,322	98.48
d) Votes in favour of the Resolution	122	5,25,25,612	99.18
e) Votes against the Resolution	26	4,36,710	0.82

The Resolution has therefore been approved by the Shareholders with requisite majority.

- II. The Special Resolution at item no. 2 of the Notice of Postal Ballot dated 15th May 2014 relating to seeking approval of members pursuant to section 62(1)(c) and Section 42 read with Sections 179(3)(a), 179(3)(c), 179(3)(d), section 180(1)(a) and section 180(1)(c) of the Companies Act, 2013 for issuance and allotment of further securities to the extent of ` 3.5 crore. -

Particulars	No. of Postal Ballot Forms	No. of shares	% of total votes polled
a) Total Postal Ballot Forms/ E-voting options received	156	5,37,80,445	100.00
b) Less: Invalid Postal Ballot	12	8,22,168	1.53

Forms/ E-voting options			
c) Net valid Postal Ballot Forms/ E-voting options received	144	5,29,58,277	98.47
d) Votes in favour of the Resolution	120	52,520,417	99.17
e) Votes against the Resolution	24	4,37,860	0.83

The Resolution has therefore been approved by the Shareholders with requisite majority.

Place: Dalmiapuram
Dated: 8-9-2014
Director



N. Gopalswamy

CS R Venkatasubramanian,
M.Sc., Dip.In O.R., MIIA., ACMA., ACS.
PRACTISING COMPANY SECRETARY

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28, Main Road, SIRUDAIYUR,
LALGUDI - 621 601, Trichy Dt.
Off : Ph : 0431 - 2541818
Cell No : 94431 - 31818
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Report of Scrutinizer in respect of Postal Ballot Process
[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20
of the Companies (Management and Administration) Rules, 2014

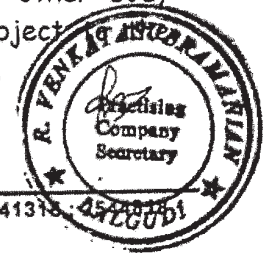
To
The Board of Directors
M/s Dalmia Bharat Limited
Dalmiapuram, TiruchirapalliDistt. Tamil Nadu

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot Voting Process and E-Voting Process conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014

The Board of Directors of Dalmia Bharat Limited ('the Company') have vide resolution passed on May 15, 2014, decided to conduct the process of voting through postal ballot as required under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on the resolutions as set out in the notice dated May 15, 2014 for obtaining approval of members of the Company:

- a. To authorise the Board of Directors pursuant to section 186 of the Companies Act, 2013 to directly or indirectly give any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding the limits set out in that section subject to a maximum aggregate limit of Rs.1,200crores at any point of time.



- b. Approval of shareholders pursuant to section 62(1)(c) and Section 42 read with Sections 179(3)(a), 179(3)(c), 179(3)(d) 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.

The Company has provided the facility of voting through electronic means as required under the provisions of Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read along with provisions of Clause 35B(i) of the Listing Agreement as entered by the Company with the Stock Exchanges.

I, R. Venkatasubramanian, was appointed as a Scrutinizer by you for the purpose of conducting the postal ballot voting process and e-voting process in a fair and transparent manner to obtain shareholders' approval in respect of the above stated special resolutions.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and 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 the postal ballot voting process and e-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the postal ballots received from the shareholders and e-voting system provided by the Karvy Computershare Private Limited (Karvy), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated May 15, 2014 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 was sent to the members of the Company.

The members of the Company holding shares as on July 18, 2014 were entitled to vote on the resolutions proposed as set out in the notice.



In this regard, I submit my report as under:

1. The Company had provided facility of casting vote to the members of the Company. through postal ballot voting process and also through electronic means.
2. The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of providing voting through postal ballot and electronic means.
3. All Postal Ballot Forms received up to the close of the working hours on Monday, September 1, 2014, being the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for scrutiny for the purpose of this report.
4. The Postal Ballot Forms were kept in my safe custody.
5. The e-voting period remained open from August 2, 2014 (9.30 a.m.) to September 1, 2014(5.00 p.m.).
6. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
7. The details containing list of shareholders who voted 'for' or 'against' the resolutions put to vote were downloaded from the e-voting website of Karvy.
8. I have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.
9. The particulars of all the electronic votes casted by the members through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
10. A summary of the voting (both physical & electronic) is as under:



(a) Resolution No. 1

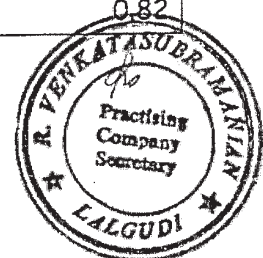
To authorise the Board of Directors to directly or indirectly give any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding the limits set out in that section subject to the maximum aggregate limit of Rs.1,200crores at any point of time.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	102	50,066,473	99.99
Voting Through Electronic Means (E-Voting)	20	2,459,139	85.05
Total	122	52,525,612	99.18

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	12	4,451	0.01
Voting Through Electronic Means (E-Voting)	14	432,259	14.95
Total	26	436,710	0.82



(iii) Invalid Votes:

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	7	850
Voting Through Electronic Means	1	817,273
Total	8	818,123

(b) Resolution No. 2

Approval of shareholders pursuant to section 62(1)(c) and Section 42 read with Sections 179(3)(a), 179(3)(c), 179(3)(d) 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.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	97	50,061,126	99.99
Voting Through Electronic Means (E-Voting)	23	2,459,291	85.06
Total	120	52,520,417	99.17

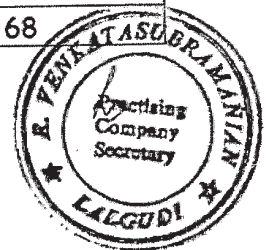


(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	13	5,753	0.01
Voting Through Electronic Means (E-Voting)	11	432,107	14.94
Total	24	437,860	0.83

(iii) Invalid Votes:

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	11	4,895
Voting Through Electronic Means	1	817,273
Total	12	822,168



11. The Postal Ballot Forms and all other relevant records were handed over to the Company Secretary authorized by the Board for safe keeping.

Recommendation: The resolutions should be considered as passed having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the results of the voting by Postal Ballot.

Thanking you

Yours Faithfully,



R Venkatasubramanian
Company Secretary in Practice
(ACS- 3673; CP- 3893)



Place: Lalgudi

Dated: 03.09.2014