

DCM Shriram Industries Limited

**Regd. Office: Kanchenjunga Building, 6th Floor,
18, Barakhamba Road, New Delhi 110 001**

CIN- L74899DL1989PLC035140

**Declaration of Results of the voting on the Resolutions
placed before the Annual General Meeting of the Company
held on 24.9.2015 through e-voting & poll at the AGM**

Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, approval of the shareholders of the Company was sought to eight ordinary resolutions placed before the Annual General Meeting of the Company held on 24.9.2015 through e-voting & poll.

The Scrutiniser's Report dated 25.9.2015 on e-voting & poll taken at the AGM is annexed herewith.

Based on the above, I declare all the eight resolutions proposed in the AGM Notice dated 29.5.2015 as passed with overwhelming majority.


25/9/15
(Tilak Dhar)
Chairman

Place: New Delhi
Dated: September 25, 2015

M.L. ARORA

B.Com (H), M.A. (Eco), LL.B , F.C.S.

Patrakar Parisar
Flat No. 110, GH2, Sector 5,
Vasundhara, Ghazhiabad 201012

CONSOLIDATED SCRUTINIZER'S REPORT (E-VOTING & POLL)

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,
24th Annual General Meeting of the Equity shareholders
of DCM Shriram Industries Ltd.,
held on 24th September, 2015 at 10.00 AM
at Kamani Auditorium, 1, Copernicus Marg, New Delhi

Dear Sir,

I, M.L. Arora, Practicing Company Secretary, (C.P.No.3209), has been appointed by the Board of Directors of the Company in its meeting held on 29.5.2015, as Scrutinizer for the purpose of scrutinizing the e-voting and poll processes and results in a fair and transparent manner and ascertaining the requisite majority as per the provisions of Sections 108 & 109 of the Companies Act, 2013 and Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014, on the below mentioned Resolutions before the 24th Annual General Meeting of the equity shareholders of DCM Shriram Industries Limited. I accordingly submit my Report as under:

1. The e-voting period remained open from 19th September (10.00 AM) to 23rd September, 2015 (5.00 PM).
2. The shareholders holding shares as on the cut off date i.e. 16th September 2015 were entitled to vote on the proposed resolutions (Item no.1 to 8 as set out in the Notice of 24th AGM of the Company dated 29th May, 2015).
3. The total paid up equity share capital of the Company as on 16th September, 2015 was Rs.173984370 (Rupees Seventeen crore Thirty Nine lac Eighty Four thousand Three hundred Seventy) divided into 17398437 (One crore Seventy Three lac Ninety Eight thousand Four hundred Thirty Seven) equity shares of Rs.10 (Rupees Ten) each.
4. The Chairman at the end of the proceedings, ordered poll on all resolutions before the AGM as per Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014.



5. Two empty ballot boxes were inspected, locked and sealed by me prior to commencement of the poll.
6. After the time fixed for closing of the poll by the Chairman, I had sealed the top of the box and placed due identification mark thereon.
7. The locked ballot box was subsequently opened by me and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/ proxies lodged with the Company. Thereafter the votes were counted.
8. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
9. After conclusion of the voting at the AGM, the votes cast through remote e-voting were unblocked in the presence of 2 witnesses, Mr. Deepak Gupta R/o. 1/6756, 2nd Floor, Gali No.4, East Rohtas Nagar, Shahdra, Delhi – 110032 and Mr.Y.K. Gupta, R/o.74-C, PD Block, Pitampura, Delhi- 110088, who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


(Deepak Gupta)


(Y.K. Gupta)

10. The consolidated result of poll & e-voting are as under:

a) Resolution (ordinary) no.1: Adoption of Annual Financial Statements for the year ended 31st March, 2015.

Particulars	Poll		E-voting		Sub-total		%age of Votes
	No. of members	No. of votes	No. of Members	No. of votes	No. of Members	No. of equity shares	
"FOR"	45	471681	45	9000633	90	9472314	99.99
"AGAINST"	--	--	1	1	1	1	--
Total	45	471681	46	9000634	91	9472315	100
Invalid votes	--	--	--	--	--	--	--

Therefore, the Resolution is approved with requisite majority.

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b) Resolution (ordinary) no. 2: Declaration of dividend on equity shares.

Particulars	Poll		E-voting		Sub-total		%age of Votes
	No. of members	No. of votes	No. of Members	No. of votes	No. of Members	No. of equity shares	
"FOR"	45	471681	44	9000631	89	9472312	99.99
"AGAINST"	--	--	1	1	1	1	--
Total	45	471681	45	9000632	90	9472313	99.99
Invalid votes	--	--	1	2	1	2	--

Therefore, the Resolution is approved with requisite majority.

c) Resolution (ordinary) no.3: Appointment of Shri K.N. Rao, who retires by rotation and, being eligible, offers himself for re-appointment.

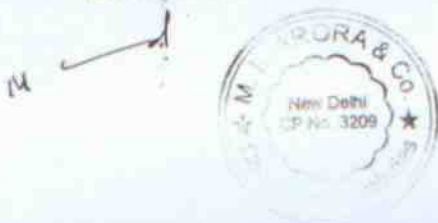
Particulars	Poll		E-voting		Sub-total		%age of Votes
	No. of members	No. of votes	No. of Members	No. of votes	No. of Members	No. of equity shares	
"FOR"	45	471681	43	9000611	88	9472292	99.99
"AGAINST"	--	--	2	11	2	11	--
Total	45	471681	45	9000622	90	9472303	99.99
Invalid votes	--	--	1	12	1	12	--

Therefore, the Resolution is approved with requisite majority.

d) Resolution (ordinary) no.4: Appointment of Statutory Auditors for 2015-16.

Particulars	Poll		E-voting		Sub-total		%age of Votes
	No. of members	No. of votes	No. of Members	No. of votes	No. of Members	No. of equity shares	
"FOR"	45	471681	43	9000621	88	9472302	99.99
"AGAINST"	--	--	3	13	3	13	--
Total	45	471681	46	9000634	91	9472315	100
Invalid votes	--	--	--	--	--	--	--

Therefore, the Resolution is approved with requisite majority.



- e) **Resolution (ordinary) no.5: Approval to the appointment of Shri C. Vikas Rao as an Independent Director.**

Particulars	Poll		E-voting		Sub-total		%age of Votes
	No. of members	No. of votes	No. of Members	No. of votes	No. of Members	No. of equity shares	
"FOR"	45	471681	43	9000611	88	9472292	99.99
"AGAINST"	--	--	2	11	2	11	--
Total	45	471681	45	9000622	90	9472303	99.99
Invalid votes	--	--	1	12	1	12	--

Therefore, the Resolution is approved with requisite majority.

- f) **Resolution (ordinary) no.6: Approval to the appointment of Smt. Kavitha Dutt Chitturi as an Independent Director.**

Particulars	Poll		E-voting		Sub-total		%age of Votes
	No. of members	No. of votes	No. of Members	No. of votes	No. of Members	No. of equity shares	
"FOR"	45	471681	43	9000611	88	9472292	99.99
"AGAINST"	--	--	2	11	2	11	--
Total	45	471681	45	9000622	90	9472303	99.99
Invalid votes	--	--	1	12	1	12	--

Therefore, the Resolution is approved with requisite majority.

- g) **Resolution (ordinary) no.7: Ratification of remuneration to Cost Auditors for the years 2014-15 & 2015-16.**

Particulars	Poll		E-voting		Sub-total		%age of Votes
	No. of members	No. of votes	No. of Members	No. of votes	No. of Members	No. of equity shares	
"FOR"	45	471681	44	9000622	89	9472303	99.99
"AGAINST"	--	--	3	12	3	12	--
Total	45	471681	46 *	9000634	91 *	9472315	100
Invalid votes	--	--	--	--	--	--	--

* One member holding 2 equity shares cast one vote in "favour" and one vote "against" in the resolution.

Therefore, the Resolution is approved with requisite majority.

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h) **Resolution (Ordinary) no.8: Authorization to the Board for invitation and acceptance of public deposits.**

Particulars	Poll		E-voting		Sub-total		
	No. of members	No. of votes	No. of Members	No. of votes	No. of Members	No. of equity shares	%age of Votes
"FOR"	45	471681	42	9000602	87	9472283	99.99
"AGAINST"	--	--	4	32	4	32	--
Total	45	471681	46	9000634	91	9472315	100
Invalid votes	--	--	--	--	--	--	--

Therefore, the Resolution is approved with requisite majority.

11. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
12. The poll papers and other relevant records were sealed and handed over to the Company Secretary for safe keeping.
13. The relevant records relating to e-voting shall remain in my safe custody until the Chairman considers, approves and sign the Minutes of the aforesaid Annual General Meeting and the same shall be handed over to the Company Secretary for safe keeping thereafter.

Thanking you,

Yours faithfully,

M.L. Arora



(M.L. ARORA)
Practising Company Secretary
CP No.3209

New Delhi
Date: September 25, 2015