

# DCM SHRIRAM INDUSTRIES LTD.



'KANCHENJUNGA', 18, BARAKHAMBA ROAD, NEW DELHI-110001, INDIA.

Ref. No: CL/BSE

August 23, 2017

To,  
DCS-CRD  
Bombay Stock Exchange Limited  
P.J.Towers,  
Dalal Street, Fort,  
Mumbai-400 001

Scrip Code:523369

Dear Sir,

We send herewith a copy of the declaration of result of e-voting and poll on the items before the AGM of the Company held on Tuesday, the 22<sup>nd</sup> August, 2017, by the Chairman along with copy of the Scrutinizer's Report annexed thereto.

Thanking you,

Yours faithfully,

  
(Y.D.Gupta)  
Company Secretary





Encl: As Above

**Declaration of Results of the voting on the Resolutions  
placed before the Annual General Meeting of the Company  
held on 22.8.2017 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 six ordinary resolutions placed before the Annual General Meeting of the Company held on 22.08.2017 through e-voting & poll.

The Scrutiniser's Report dated 22.08.2017 on e-voting & poll taken at the AGM is annexed herewith.

Based on the above, I declare all the six resolutions proposed in the AGM Notice dated 23.5.2017 as passed with overwhelming majority.



**(Tilak Dhar)  
Chairman**

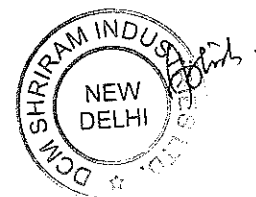
Place: New Delhi

Dated: August 23, 2017

	DCM SHRIRAM INDUSTRIES LTD
Date of the AGM/EGM	22-08-2017
Total number of shareholders on record date	77730
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	14
Public:	497
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)	ORDINARY - Adoption of Accounts-2016-17							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	7745383	7740696	99.9395	7740696	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		7740696	99.9395	7740696	0	100	0
Public- Institutions	E-Voting	1339947	1331259	99.3516	1331259	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		1331259	99.3516	1331259	0	100	0
Public- Non Institutions	E-Voting	8313107	944684	11.3639	944683	1	99.9998	0.0001
	Poll		6137	0.0738	6137	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		950821	11.4377	950820	1	99.9999	0.0001
Total		17398437	10022776	57.6073	10022775	1	100.0000	0.0000

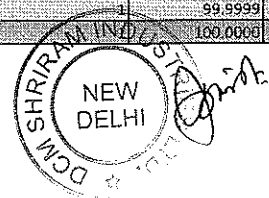
Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of final dividend on equity shares							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled 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	7745383	7740696	99.9395	7740696	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		7740696	99.9395	7740696	0	100	0
Public- Institutions	E-Voting	1339947	1331259	99.3516	1331259	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		1331259	99.3516	1331259	0	100	0
Public- Non Institutions	E-Voting	8313107	944684	11.3639	944683	1	99.9998	0.0001
	Poll		6137	0.0738	6137	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		950821	11.4377	950820	1	99.9999	0.0001
Total		17398437	10022776	57.6073	10022775	1	100.0000	0.0000



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Shri Madhav B. Shriram, who retires by rotation and, being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	7745383	7740696	99.9395	7740696	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		7740696	99.9395	7740696	0	100	0
Public- Institutions	E-Voting	1339947	1331259	99.3516	1331259	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		1331259	99.3516	1331259	0	100	0
Public- Non Institutions	E-Voting	8313107	944684	11.3639	944683	1	99.9998	0.0001
	Poll		6137	0.0738	6137	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		950821	11.4377	950820	1	99.9999	0.0001
Total	17398437	10022776	57.6073	10022775	1	100.0000	0.0000	

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Messrs B S R & Co., LLP as Statutory Auditors.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	7745383	7740696	99.9395	7740696	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		7740696	99.9395	7740696	0	100	0
Public- Institutions	E-Voting	1339947	1331259	99.3516	1331259	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		1331259	99.3516	1331259	0	100	0
Public- Non Institutions	E-Voting	8313107	944684	11.3639	944683	1	99.9998	0.0001
	Poll		6137	0.0738	6137	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		950821	11.4377	950820	1	99.9999	0.0001
Total	17398437	10022776	57.6073	10022775	1	100.0000	0.0000	

Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Approval to the reappointment of Mr. K.N.Rao as Director & CEO(Rayons).							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	7745383	7740696	99.9395	7740696	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		7740696	99.9395	7740696	0	100	0
Public- Institutions	E-Voting	1339947	1331259	99.3516	1331259	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		1331259	99.3516	1331259	0	100	0
Public- Non Institutions	E-Voting	8313107	944684	11.3639	944683	1	99.9998	0.0001
	Poll		6137	0.0738	6137	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		950821	11.4377	950820	1	99.9999	0.0001
Total	17398437	10022776	57.6073	10022775	1	100.0000	0.0000	



Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration to Cost Auditors-2017-18.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	7745383	7740696	99.9395	7740696	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		7740696	99.9395	7740696	0	100	0
Public- Institutions	E-Voting	1339947	1331259	99.3516	1331259	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		1331259	99.3516	1331259	0	100	0
Public- Non Institutions	E-Voting	8313107	944684	11.3639	944683	1	99.9998	0.0001
	Poll		6137	0.0738	6137	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		950821	11.4377	950820	1	99.9999	0.0001
Total		17398437	10022776	57.6073	10022775	1	100.0000	0.0000



**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,  
26<sup>th</sup> Annual General Meeting of the Equity shareholders  
of DCM Shriram Industries Ltd.,  
held on 22<sup>nd</sup> August, 2017 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 23.5.2017, 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 26<sup>th</sup> 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 18<sup>th</sup> August (10.00 AM) to 21<sup>st</sup> August, 2017 (5.00 PM).
2. The shareholders holding shares as on the cut off date i.e. 11<sup>th</sup> August 2017 were entitled to vote on the proposed resolutions (Item no.1 to 6 as set out in the Notice of 26<sup>th</sup> AGM of the Company dated 23<sup>rd</sup> May, 2017).
3. The total paid up equity share capital of the Company as on 11<sup>th</sup> August, 2017 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.

M L



5. One empty ballot box was 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, 2<sup>nd</sup> 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:

**1) Resolution (ordinary) no.1: Adoption of Standalone and Consolidated Audited Annual Financial Statements -2016-17 .**

Particulars	Poll		E-voting		Sub-total		%age of Votes
	No.of mem-bers	No. of votes	No.of Mem-bers	No. of votes	No.of Mem-bers	No. of equity shares	
"FOR"	76	6137	48	10016638	124	10022775	99.999
"AGAINST"	0	0	1	1	1	1	.001
Total	76	6137	49	100166639	125	10022776	100.000
Invalid votes	0	0	0	0	0	0	0

Therefore, the Resolution is approved with requisite majority.



**2) Resolution (ordinary) no. 2: Declaration of final dividend and confirmation of Interim dividend.**

Particulars	Poll		E-voting		Sub-total		%age of Votes
	No. of members	No. of votes	No. of Mem-bers	No. of votes	No. of Mem-bers	No. of equity shares	
"FOR"	76	6137	48	10016638	124	10022775	99.999
"AGAINST"	0	0	1	1	1	1	.001
Total	76	6137	49	100166639	125	10022776	100.000
Invalid votes	0	0	0	0	0	0	0

Therefore, the Resolution is approved with requisite majority.

**3) Resolution (ordinary) no.3: Re-appointment of Shri Madhav B.Shriram, (DIN 00203521), who retires by rotation.**

Particulars	Poll		E-voting		Sub-total		%age of Votes
	No. of members	No. of votes	No. of Mem-bers	No. of votes	No. of Mem-bers	No. of equity shares	
"FOR"	76	6137	48	10016638	124	10022775	99.999
"AGAINST"	0	0	1	1	1	1	.001
Total	76	6137	49	100166639	125	10022776	100.000
Invalid votes	0	0	0	0	0	0	0

Therefore, the Resolution is approved with requisite majority.

**4) Resolution (ordinary) no.4: Appointment of Auditors, Messrs B S R & Co, LLP, Chartered Accountants (Firm Regn.No.101248 W/W 100022) for F.Y.2017-18.**

Particulars	Poll		E-voting		Sub-total		%age of Votes
	No. of members	No. of votes	No. of Mem-bers	No. of votes	No. of Mem-bers	No. of equity shares	
"FOR"	76	6137	48	10016638	124	10022775	99.999
"AGAINST"	0	0	1	1	1	1	.001
Total	76	6137	49	100166639	125	10022776	100.000
Invalid votes	0	0	0	0	0	0	0

Therefore, the Resolution is approved with requisite majority.





5) **Resolution (ordinary) no.5: Reappointment of Shri K.N. Rao, as Director & CEO(Rayons) w.e.f. 1.2.2017.**

Particulars	Poll		E-voting		Sub-total		%age of Votes
	No. of mem- bers	No. of votes	No. of Mem- bers	No. of votes	No. of Mem- bers	No. of equity shares	
"FOR"	76	6137	48	10016638	124	10022775	99.999
"AGAINST"	0	0	1	1	1	1	.001
Total	76	6137	49	100166639	125	10022776	100.000
Invalid votes	0	0	0	0	0	0	0

Therefore, the Resolution is approved with requisite majority.

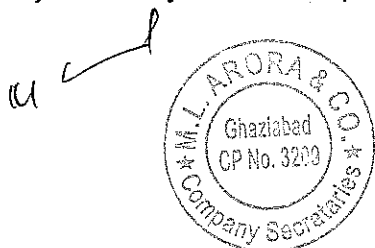
6) **Resolution (ordinary) no.6: Ratification of Remuneration to Cost Auditors for the F.Y. 2017-18**

Particulars	Poll		E-voting		Sub-total		%age of Votes
	No. of mem- bers	No. of votes	No. of Mem- bers	No. of votes	No. of Mem- bers	No. of equity shares	
"FOR"	76	6137	48	10016638	124	10022775	99.999
"AGAINST"	0	0	1	1	1	1	.001
Total	76	6137	49	100166639	125	10022776	100.000
Invalid votes	0	0	0	0	0	0	0

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.

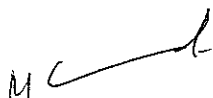
12. The poll papers and other relevant records were sealed and handed over to the Company Secretary for safe keeping.



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)  
Practicing Company Secretary  
CP No.3209

New Delhi  
Date: August 22, 2017

COUNTER SIGNED BY

  
CHAIRMAN