#### 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,

Company Secretary

(Y.D.Gupta)

Encl: As Above

#### DCM SHRIRAM INDUSTRIES LTD.



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

# 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

Mark 1 is	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 - Adop	tion of Accounts-20	16-17					
Whether promoter/ promoter group are								
interested in the agenda/resolution?	No							
	·							
							% of Votes in	% of Votes
				% of Votes Polled			favour on votes	against on votes
				on outstanding				1 9
		No. of shares	No. of votes		1	No. of Votes	polled	polled
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100		against (5)	(6)=[(4)/(2)]*100	
	E-Voting		7740696	99.9395	7740696	0	100.0000	
	Poll	7745383	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	7745385				į.	Į	ļ
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	
	Total		7740696	99,9395	7740696	0	100	
	E-Voting		1331259	99.3516	1331259	0	100.0000	0.0000
	Poll	1339947	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	1339947						
Public- Institutions	applicable)		o	0.0000	00	0	0.0000	0.0000
	Total		1331259	99.3516	1331259		100	
	E-Voting		944684	11.3639	944683	1	99.9998	0.0001
	Poll	1	6137	0.0738	6137	0	100.0000	0.0000
	Postal Ballot (if	8313107						
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		950821	11.4377	950820	1	99,9999	
	Total	17398437	10022776	57.6073	10022775	1	100.0000	0.0000

Resolution No.	2	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Decla	ration of final divid	end on equity share	es		P		r comment			
Whether promoter/promoter group are											
interested in the agenda/resolution?	No										
				% of Votes Polled			% of Votes in	% of Votes			
				on outstanding			favour on votes	against on votes			
	İ	No. of shares	No. of votes	_	No. of Votes – in	No. of Votes ~	polled	polled			
	Mode of Voting	I.	polled (2)	(3)=[(2)/(1)]* 100		against (5)	(6)=[(4)/(2)]*100	1			
Category	E-Voting	neid (1)	7740696				100.0000	0,0000			
	Poll	7745383	7740030	0.0000			0.0000				
romoter and Promoter Group	Postal Ballot (if		<u> </u>	0.0000							
	applicable)		n	0.0000	00	0	0.0000	0.0000			
Promoter and Promoter Group	Total		7740696	**************************************			100	0			
	E-Voting		1331259	99.3516			100.0000	0.0000			
	Poll		0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if	1339947									
Public- Institutions	applicable)	1	0	0.0000	00	0	0.0000	0.0000			
	Total		1331259	99.3516	1331259	0	100	0 11 11 11 11 11			
	E-Voting		944684	11.3639	944683	1	99.9998	0.0001			
	Poll	8313107	6137	0.0738	6137	0	100.0000	0.0000			
	Postal Ballot (if	9313107									
Public- Non Institutions	applicable)		0	0.0000		0	0.0000				
	Total		950821	11.4377	950820		99,9999	Leucome mercent de la constitución			
	Total	17398437	10022776	57,6073	10022775	1	100,0000	0.0000			



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Appo	intment of Shri Ma	dhav B. Shriram. w	ho retires by rotation	on and, being eligib	le, offers himself fo	or re-appointment.	
Whether promoter/promoter group are		e direktiking di		di ta di di di				
nterested in the agenda/resolution?	No							
	1			% of Votes Polled		İ	% of Votes in	% of Votes
		No. of shares	No. of votes	on outstanding shares	No. of Votes – in	No. of Votes –	favour on votes polled	against on vote
Category	Mode of Voting	held (1)	polled (2)	(3)=((2)/(1)]* 100		against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*10
	E-Voting		7740696	1 1 41 11 12	7740696	<del></del>	100.0000	<del>i</del>
	Poli	7745383	,	0.0000	00	(	0.0000	0.0
Iromator and Bromator Group	Postal Ballot (if applicable)			0.0000	00		0.0000	0.00
romoter and Promoter Group	Total		7740696		7740696		100	
	E-Voting		1331259	99.3516	1331259	(	100.0000	
	Poll	1339947	,	0.0000	00		0.0000	0.00
	Postal Ballot (if applicable)			0.0000	00	, ا	0.0000	0.00
ublic- Institutions	Total		1331259				100	
	E-Voting		944684	11.3639	944683		99.9998	
	Poll	8313107	6137	0.0738	6137	C	100.0000	0.00
	Postal Ballot (if			0.0000	00	,	0.0000	0.00
ublic- Non Institutions	applicable)		950821	***************************************			99,9999	
		17398437	**************************************	57,6073		Process to the second section of the second	100.0000	**************************
esolution No.	4		ncno					
esolution required: (Ordinary/ Special)	ORDINARY - Appo	intment of Messrs	въка Со., LLP as S	statutory Auditors.				
Vhether promoter/ promoter group are hterested in the agenda/resolution?	No							
THE PROPERTY OF THE PROPERTY O								
								n/ -£)! ·
				% of Votes Polled on outstanding			% of Votes in favour on votes	% of Votes against on vote
		No. of shares	No. of votes	1	No. of Votes – in	No. of Votes –	polled	polled
ategory	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100		against (5)	(6)=[(4)/(2)]*100	1.
	E-Voting		7740696		7740696	C		
	Poll	7745383	0	0.0000	00	C	0.0000	0.00
romoter and Promoter Group	Postal Ballot (if applicable)		n	0.0000	00	0	0,0000	0.00
omoter and Promoter Group	Total		7740696	C. C. C. C. C. C. C. C. C. C. C. C. C. C	7740696			
	E-Voting		1331259	99.3516	1331259	0	<del> </del>	
	Poll	1339947	0	0.0000	00	0	0.0000	0.00
	Postal Ballot (if		0	0,0000	00	0	0.0000	0.00
ublic- Institutions	applicable) Total		1331259			<u></u>		
	E-Voting		944684	***************************************	944683	1	99.9998	0.00
	Poli	8313107	6137	0.0738	6137	0	100.0000	0.00
	Postal Ballot (if			0.0000	00	a	0.0000	0.00
ublic- Non Institutions	applicable)		950821	0.0000 11,4377			And the second s	
	ANAMARA SALAMANA AASAA SALAMAA	17398437	111111111111111111111111111111111111111	And the same of th	10022775	hall all the second	100.0000	
	1							
esolution No.	5							
esolution required: (Ordinary/ Special)	ORDINARY - Appro	val to the reappoir	tment of Mr. K.N.F	lao as Director & CE	O(Rayons).			
hether promoter/ promoter group are terested in the agenda/resolution?	No							
COLOR SECTION		***************************************						
			,					
				% of Votes Polled			% of Votes in favour on votes	% of Votes against on vote
		No. of shares	No. of votes	on outstanding shares	No. of Votes – in	No. of Votes -	polled	polled
ategory	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100		against (5)	I'	(7)=[(5)/(2)]*10
	E-Voting		7740696	99.9395	7740696	0		0.00
	Poll	7745383	0	0.0000	00	0	0.0000	0.00
omoter and Promoter Group	Postal Ballot (if applicable)		n	0.0000	00	o	0.0000	0.00
omotes and Fromotes Gloup	Total		7740696		7740696	0	**************************************	
	E-Voting		1331259	99.3516	1331259	0		
	Poll	1339947	0	0.0000	00	0	0.0000	0.00
blic Institutions	Postal Ballot (if		0	0.0000	00	0	0.0000	0.00
blic- Institutions	applicable) Total		1331259	ATTEMPT TO THE PARTY OF THE PAR	1331259	~#************************************	<del></del>	3.00
	E-Voting		944684	11.3639	944683	1	***************************************	0.00
	Poll	8313107	6137	0.0738	6137	0	100.0000	0.00
	Postal Ballot (if	22227	_	2 2222		•	0.0000	0.00
ublic- Non Institutions	applicable) Total	And de contrate and and and analysis of the	950821	0.0000 11.4377	950820	0	99,9999	***************************************
	Total	17398437	10022776	57,6073	10022775	KNIW		Charles and the property of the contract of th
				The state of the s		105	0.7/ -1	
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						大 DELI		
						SHR/P NEV NEV		
						SHA DELL		

Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratif	cation of remunera	tion to Cost Audito	rs-2017-18.				
Whether promoter/ promoter group are		The street of the second				170 ( 1 ) / 170 (		
interested in the agenda/resolution?	No 🕾 🚟 🕮	**************************************		/418400000000000000000000000000000000000	A CONTROL OF THE PROPERTY OF T	NOT THE WAR TO SEE THE SECOND	a branca marin della antico e della	
								_
				% of Votes Polled			% of Votes in	% of Votes
				on outstanding			favour on votes	against on votes
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polied
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	
	E-Voting		7740696	99.9395	7740696	0	100.0000	
	Poli	7745383	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	7/43303						
Promoter and Promoter Group	applicable)		0	0.0000		О	0.0000	0.0000
	Total		7740696	99,9395	7740696	0	100	0
	E-Voting		1331259	99.3516	1331259	0	100.0000	0.0000
	Poll	1339947	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	1333347						
Public- Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1331259	99.3516	1331259	0	100	0
	E-Voting		944684	11.3639	944683	1	99.9998	0.0001
	Poll	8313107	6137	0.0738	6137	0	100.0000	0.0000
	Postal Ballot (if	] 831310/						1
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
4.17	Total		950821	11,4377	950820	1	99,9999	0.0001
	Total	17398437	10022776	57.6073	10022775	1	100,0000	0.0000





Company Secretaries

Patrakar Prisar, Flat No. 110,GH-2, Sector-5,Vasundhra,Ghaziabad-201012 Telephone: 9810125115,0120-4117400 Email: mlarora36@yahoo.co.in

#### 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 26th 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 Iac Eighty Four thousand Three hundred Seventy) divided into 17398437 (One crore Seventy Three Iac 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. 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 evoting 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 totes 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		
	No.of mem- bers	No. of votes	No.of Mem- bers	No. of votes	No.of Mem- bers	No. of equity shares	%age of Votes
"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	P	oll	E-v	oting	Su		
	No.of mem- bers	No. of votes	No.of Mem-bers	No. of votes	No.of Mem- bers	No. of equity shares	%age of Votes
"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	P	Poll		E-voting	S		
	No.of mem- bers	No. of votes	No.of Mem- bers	No. of votes	No.of Mem- bers	No. of equity shares	%age of Votes
"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	Po	Poll		voting	Su		
	No.of mem- bers	No. of votes	No.of Mem- bers	No. of votes	No.of Mem- bers	No. of equity shares	%age of Votes
"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	S		
	No.of mem- bers	No. of votes	No.of Mem- bers	No. of votes	No.of Mem- bers	No. of equity shares	%age of Votes
"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	P	Poll		-voting	Sub		
	No.of mem- bers	No. of votes	No.of Mem- bers	No. of votes	No.of Mem- bers	No. of equity shares	%age of Votes
"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.

COUNTER SIGNED BY

DELHI

Thanking you,

Yours faithfully,

(M.L. ARORA)

CP No. Practicing Company Secretary

RORA &

CP No.3209

New Delhi

Date: August 22, 2017

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