

**DCM Shriram Industries Limited**

**Regd. Office: Kanchenjunga Building, 6<sup>th</sup> 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 10.8.2016 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 10.08.2016 through e-voting & poll.

The Scrutiniser's Report dated 10.08.2016 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 30.5.2016 as passed with overwhelming majority.



**(Tilak Dhar)  
Chairman**

Place: New Delhi  
Dated: August 11, 2016

**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,  
25<sup>th</sup> Annual General Meeting of the Equity shareholders  
of DCM Shriram Industries Ltd.,  
held on 10<sup>th</sup> August, 2016 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 30.5.2016, 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 25<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 7<sup>th</sup> August (10.00 AM) to 9<sup>th</sup> August, 2016 (5.00 PM).
2. The shareholders holding shares as on the cut off date i.e. 3<sup>rd</sup> August 2016 were entitled to vote on the proposed resolutions (Item no.1 to 6 as set out in the Notice of 25<sup>th</sup> AGM of the Company dated 30<sup>th</sup> May, 2016).
3. The total paid up equity share capital of the Company as on 3<sup>rd</sup> August, 2016 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. 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 Annual Financial Statements for the year ended 31<sup>st</sup> March, 2016.**

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"	57	39167	54	10022479	111	10061646	99.99
"AGAINST"	0	0	1	1	1	1	
Total	57	39177	55	10022480	112	10061657	100
Invalid votes	--	--	--	--	--	--	--

Therefore, the Resolution is approved with requisite majority.



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

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"	57	39167	54	10022479	111	10061646	99.99
"AGAINST"	0	0	1	1	1	1	
Total	57	39177	55	10022480	112	10061657	100
Invalid votes	--	--	--	--	--	--	--

Therefore, the Resolution is approved with requisite majority.

**3) Resolution (ordinary) no.3: Appointment of Shri Alok B. Shriram, who retires by rotation and, being eligible, offers himself for re-appointment.**

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"	57	39167	52	10022397	109	10061564	99.99
"AGAINST"	0	0	1	1	1	1	
Total	57	39177	55*	10022480	112	10061657	100
Invalid votes	--	--	--	--	--	--	--

(\* Two shareholders, holding a total of 82 shares, abstained voting on this resolution.)

Therefore, the Resolution is approved with requisite majority.

**4) Resolution (ordinary) no.4: Appointment of Statutory Auditors for 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"	57	39167	54	10022479	111	10061646	99.99
"AGAINST"	0	0	1	1	1	1	
Total	57	39177	55	10022480	112	10061657	100
Invalid votes	--	--	--	--	--	--	--

Therefore, the Resolution is approved with requisite majority.



5) **Resolution (ordinary) no.5: Ratification of remuneration paid to M/s.Ramanath Iyer & Co., Cost Auditor for the F.Y. 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"	57	39167	54	10022479	111	10061646	99.99
"AGAINST"	0	0	1	1	1	1	
Total	57	39177	55	10022480	112	10061657	100
Invalid votes	--	--	--	--	--	--	--

Therefore, the Resolution is approved with requisite majority.

6) **Resolution (ordinary) no.6: Commission on Net Profits to non-executive directors**

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"	57	39167	50	10022332	107	10061499	99.99
"AGAINST"	0	0	5	148	5	148	
Total	57	39177	55	10022480	112	10061657	100
Invalid votes	--	--	--	--	--	--	--

Therefore, the Resolution is approved with requisite majority.

***[Note: The difference of 10 shares in physical poll is because one shareholder mentioned 10 shares less than the actual holding in the Ballot paper.]***

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 10, 2016