

ND/SY/7505 13th January, 2015

To,
National Stock Exchange of India Limited
"Exchange Plaza", 5th Floor
Plot No. C-1, G Block
Bandra Kurla Complex,
Bandra (East), Mumbai-400051

The Stock Exchange, Mumbai,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai -400001

NSE Scrip Code "DALMIABHA"

BSE Scrip Code "DALMIABHA (533309)"

Sub: Submission of Voting Results pursuant to Clause 35A of the Listing Agreement.

Dear Sir/Madam,

Pursuant to Clause 35A of the Listing Agreement, following are the details regarding voting results of the Postal Ballot conducted by the Company:

Date of declaration of Postal Ballot Result	12 th January, 2015
Total number of shareholders on record date	11359
Number of Ballot papers received from Shareholders who voted physically	Item No. 1
1) Promoters and Promoters Group	37
2) Public	143
Number of Ballot papers received from Shareholders who voted electronically	
1) Promoters and Promoters Group	-
2) Public	42
Number of Shareholders attend the meeting through Video Conferencing:-	
1) Promoters and Promoters Group	Not Applicable
2) Public	

Nidhi B...

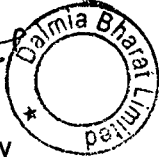

Dalmia Bharat Limited

The details of voting as per clause 35A of the Listing Agreement in respect of Special Resolution passed through Postal Ballot are attached as Annexure 1.

You are requested to take the same on record. Thanking you.

Yours faithfully,
For **Dalmia Bharat Limited**

Nidhi Bisaria
(Nidhi Bisaria)
Company Secretary



Encl: Scrutinizer's Report

- (1) Details of the voting result as per clause 35A of the Listing Agreement in respect of Special Resolution passed through Postal Ballot relating to add new objects clause 5(a) to (d) in the Main Objects of the Memorandum of Association of the Company pursuant to Section 13 of the Companies Act, 2013:

Mode of Voting: Postal Ballot- Physical

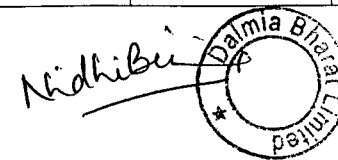
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	50907981	50907981	100	50907981	0	100.000	0
Public – Institutional holders**	100	100	100	100	0	100.000	0
Public-Others	124132	120902*	97.40	119927	975	99.194	0.806
Total	51032213	51028983	99.99	51028008	975	99.998	0.002

** Includes Body Corporate, *Excludes 3230 invalid votes.

Mode of Voting: Postal Ballot - E-Voting

Promoter/Public	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	0	0	0	0	0	0	0
Public – Institutional holders**	4045559	3055702*	75.53	2994028	61674	97.98	2.02
Public-Others	9648	9648	100	9637	11	99.89	0.11
Total	4055207	3065350	75.59	3003665	61685	97.99	2.01

** Includes Body Corporate, * Excludes votes 989857 abstained



Mode of Voting: Physical & e-Voting (Consolidated)

Promoter/Public	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	50907981	50907981	100	50907981	0	100.00	0
Public – Institutional holders**	4045659	3055802*	75.53	2994128	61674	97.98	2.02
Public-Others	133780	130550#	97.59	129564	986	99.24	0.76
Total	55087420	54094333	98.20	54031673	62660	99.88	0.12

** Includes Body Corporate. *Excludes votes 989857 abstained, #Excludes 3230 invalid votes.

Nidhi B... 

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

No 12, S A N Complex,
28, Main Road, SIRUDAIYUR,
LALGUDI - 621 601 Trichy Dt
Off Ph 0431 - 2541818
Cell No : 94431 - 31818
e.mail : rvs.pcs@gmail.com.

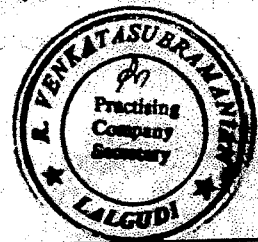
Report of Scrutinizer in respect of Postal Ballot Process
[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20
of the Companies (Management and Administration) Rules, 2014

To
The Board of Directors,
M/s Dalmia Bharat Limited,
Dalmiapuram, Lalgudi Taluk, Tiruchirapalli District, Tamil Nadu. PIN: 621 651.

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 October 20, 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 special resolution as set out in the notice dated October 20, 2014 for obtaining approval of members of the Company:



Resi : 75, Angarai Village, Lalgudi Taluk, Trichy Dist. Pin : 621 703 Ph : 0431 - 2541318 ; 2544818.

- a. To amend the Object Clause of the Memorandum of Association of the Company pursuant to section 13 of the Companies Act, 2013 by adding new object clauses (5) (a) to (d) in the main object clause more detailed in the postal ballot notice dated 20.10.14.

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 resolution.

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.

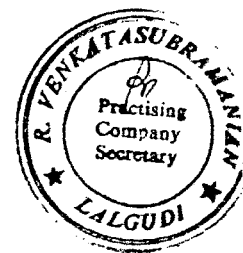
The notice dated October 20, 2014 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 was sent to the members of the Company.

The members of the Company holding shares as on November 21, 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 Wednesday, January 07 2015, 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 December 9, 2014 (9.30 a.m.) to January 7, 2015(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) on the Special Resolution to add new objects clause 5(a) to (d) in the Main Objects of the Memorandum of Association of the Company pursuant to Section 13 of the Companies Act, 2013 is as under:



(a) Resolution No. 1

(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	165	51,028,008	99.99
Voting Through Electronic Means (E-Voting)	32	3,003,665	97.99
Total	197	54,031,673	99.88

(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	7	975	0.00
Voting Through Electronic Means (E-Voting)	3	61,685	2.01
Total	10	62,660	0.12



(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	8	3230
Voting Through Electronic Means	7	989,857
Total	15	993,087

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 as special resolution 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: 12.01.2015