

ND/SY/ 3505 12th September, 2016 newthink! cement! sugar! refractories! power!

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

NSE Scrip Code "DALMIASUG "

The Stock Exchange, Mumbai, Phiroze Jeejeebhoy Towers,

BSE Scrip Code "500097"

Dalai Street,

Mumbai -400001

·

Sub: Submission of Voting Results/ Proceedings pursuant to Regulation 44(3) / 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 44(3)/ 30(6) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 following are the details regarding voting results in the specified format alongwith the report issued by the Scrutiniser for remote e-voting/poll of the Annual General Meeting of the Company.

| Date of the Annual General Meeting | 9 th September, 2016 |
|---|---|
| Total number of shareholders on record date | 15556 |
| Number of Shareholders present in the meeting either in person or through proxies:- | |
| 1) Promoters and Promoters Group | 31 |
| 2) Public | 41 |
| *Includes 8 persons who attended the Meeting physical poll. | in person but voted electronically and hence did not make part in |
| Number of Shareholders attend the meeting through Video Conferencing:- | |

| 1) | Promoters | and | Promoters | Group |
|----|-----------|-----|-----------|-------|
|----|-----------|-----|-----------|-------|

2) Public



Dalmia Bharat Sugar and Industries Limited

11th & 12th Floors, Hansalaya Building, 15, Barakhamba Road, New Delhi-110 001, India t 91 11 23465100 f 91 11 23313303 w www.dalmiasugar.com CIN : L26942TN1951PLC000640 Registered Office : Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu-621 651, India A **Dalmia Bharat Group** company, www.dalmiabharat.com 1. Details of the voting result as per clause 44(3) of the Listing Agreement in respect of Ordinary Resolution for adoption of (a) Audited Standalone Financial Statements for the year ended 31st March, 2016, and the Reports of the Auditors' and Directors thereon and (b) audited Consolidated Financial Statements year ended 31st March, 2016, and the Reports of the Auditors' thereon :

| Resolu | ition required: (Oi | rdinary/Spec | ial) | | | Ordinar | у | | |
|-------------------|-------------------------------------|---------------------------------|----------------------------------|--|------------------------------------|------------------------------|--|--|--|
| | moter/ promoter g the agenda/res | group are int | | 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 - Favour (4) | No. of Votes - Against | No. of votes in favour on votes polled | No. of votes in against on votes polled (7)=[(5)/(2)]*100 | |
| | | | | | | (5) | (6)=[(4)/(2)]*100 | | |
| Promoter | E-Voting | 8012725 | 8012725 | 100 | 8012725 | 0 | 100 | 0 | |
| and | Poll | 50949207 | 50949207 | 100 | 50949207 | 0 | 100 | 0 | |
| promoter Group | Postal Ballot (if applicable) | | | | | | | | |
| | Total | 58961932 | 58961932 | 100 | 58961932 | 0 | 100 | 0 | |
| Public- | E-Voting | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 | |
| Institutions | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | | | | | | | | |
| | Total | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 | |
| Public- Non | E-Voting | 3554 | 3554 | 100 | 3554 | 0 | 100 | 0 | |
| Institutions | Poll | 485210 | 485210 | 100 | 485210 | 0 | 100 | 0 | |
| | Postal Ballot (if applicable) | | | | | | | | |
| | Total | 488764 | 488764 | 100 | 488764 | 0 | 100 | 0 | |
| Total | | 60534944 | 60534944 | 100 | 60534944 | 0 | 100 | 0 | |

2. Details of the voting result as per clause 44(3) of the Listing Agreement in respect of Ordinary Resolution to confirm the interim dividend as Final Dividend:

| Resol | ution required: (C | rdinary/Spe | cial) | | | Ordinar | γ | |
|-------------------|------------------------------------|--------------------------|---------------------------|--|-----------------------------|------------------------------|--|---|
| Whether pro | omoter/ promoter the agenda/res | | terested in | | | No | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - Favour | No. of Votes - Against | No. of votes in favour on votes polled | No. of votes in against on votes polled |
| | | (1) | (2) | | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter | E-Voting | 8012725 | 8012725 | 100 | 8012725 | 0 | 100 | 0 |
| and | Poll | 50949207 | 50949207 | 100 | 50949207 | 0 | 100 | 0 |
| promoter Group | Postal Ballot (if | | | | | | | |
| | applicable) | 50064000 | 50064000 | 4.0.0 | | | 100 | |
| | Total | 58961932 | 58961932 | 100 | 58961932 | 0 | 100 | 0 |
| Public- | E-Voting | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 |
| Institutions | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 |
| Public- Non | E-Voting | 3554 | 3554 | 100 | 3554 | 0 | 100 | 0 |
| Institutions | Poll | 485210 | 485210 | 100 | 485210 | 0 | 100 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 488764 | 488764 | 100 | 488764 | 0 | 100 | 0 |
| Total | | 60534944 | 60534944 | 100 | 60534944 | 0 | 100 | 0 |



3. Details of the voting result as per clause 44(3) of the Listing Agreement in respect of Ordinary Resolution to reappoint a Director Shri Jai Hari Dalmia , who retires by rotation and being eligible , offers himself for reappointment :

| Resolu | ition required: (O | rdinary/Spec | ial) | Ordinary | | | | | | |
|--------------------------------------|-----------------------------------|--------------------------|---------------------------|--|-----------------------------|------------------------------|--|---|--|--|
| | moter/ promoter the agenda/res | group are in | | | Yes | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – Favour | No. of Votes - Against | No. of votes in favour on votes polled | No. of votes in against on votes polled | | |
| | | (1) | (2) | | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 | | |
| Promoter and promoter Group | E-Voting | 8012725 | 7792155 | 97.25 | 7792155 | 0 | 100 | 0 | | |
| | Poll | 50949207 | 50949207 | 100 | 50949207 | 0 | 100 | 0 | | |
| | Postal Ballot (if applicable) | | | | | | | | | |
| | Total | 58961932 | 58741362 | 99.62 | 58741362 | 0 | 100 | 0 | | |
| Public- | E-Voting | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 | | |
| Institutions | Poll | 0 | 0 | 0 | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | | | | | | | | |
| | Total | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 | | |
| Public- Non | E-Voting | 3554 | 3554 | 100 | 3554 | 0 | 100 | 0 | | |
| Institutions | Poll | 485210 | 485210 | 100 | 485210 | 0 | 100 | 0 | | |
| | Postal Ballot (if applicable) | | | | | | | | | |
| | Total | 488764 | 488764 | 100 | 488764 | 0 | 100 | 0 | | |
| Total | | 60534944 | 60314374 | 99.63 | 60314374 | 0 | 100 | 0 | | |



4. Details of the voting result as per clause 44(3) of the Listing Agreement in respect of Ordinary Resolution to appoint M/s 5.5. Kothari Mehta & Co., Chartered Accountants, as Statutory Auditors for a term of one year to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at a remuneration of Rs. 10,00,000/- per annum:

| Resol | ution required: (O | rdinary/Spe | cial) | | Ordinary | | | | | | |
|--------------------------------------|-----------------------------------|--------------------------|---------------------------|--|-------------------|------------------------------|--|---|--|--|--|
| Whether pro | moter/ promoter the agenda/res | | terested in | No | | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | Votes - Favour | No. of Votes - Against | No. of votes in favour on votes polled | No. of votes in against on votes polled | | | |
| | | (1) | (2) | | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 | | | |
| Promoter and promoter Group | E-Voting | 8012725 | 8012725 | 100 | 8012725 | 0 | 100 | 0 | | | |
| | Poll | 50949207 | 50949207 | 100 | 50949207 | 0 | 100 | 0 | | | |
| | Postal Ballot (if applicable) | | | | | | | | | | |
| | Total | 58961932 | 58961932 | 100 | 58961932 | 0 | 100 | 0 | | | |
| Public- | E-Voting | 1084248 | 1084248 | 100 | 110248 | 974000 | 10.17 | 89.83 | | | |
| Institutions | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | | |
| | Postal Ballot (if applicable) | | | | | | | | | | |
| | Total | 1084248 | 1084248 | 100 | 110248 | 974000 | 10.17 | 89.83 | | | |
| Public- Non | E-Voting | 3554 | 3554 | 100 | 3554 | 0 | 100 | 0 | | | |
| Institutions | Poll | 485210 | 485210 | 100 | 485210 | 0 | 100 | 0 | | | |
| | Postal Ballot (if applicable) | | | | | | | | | | |
| | Total | 488764 | 488764 | 100 | 488764 | 0 | 100 | 0 | | | |
| Total | | 60534944 | 60534944 | 100 | 59560944 | 974000 | 98.39 | 1.61 | | | |

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5. Details of the voting result as per clause 44(3) of the Listing Agreement in respect of Ordinary Resolution to fix the remuneration of the M/s HMVN & Associates, Cost Accountants, at Rs. 300,000/- besides service tax for the F.Y. ending 31-3-2017:

| Resolu | tion required: (O | rdinary/Spec | ial) | | | Ordinar | Y | • | |
|--|-----------------------------------|--------------------------|---------------------------|--|-----------------------------|------------------------------|--|---|--|
| | moter/ promoter the agenda/res | group are int | | No | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - Favour | No. of Votes - Against | No. of votes in favour on votes polled | No. of votes in against on votes polled | |
| | | (1) | (2) | | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 | |
| Promoter and promoter <i>G</i> roup | E-Voting | 8012725 | 8012725 | 100 | 8012725 | 0 | 100 | 0 | |
| | Poll | 50949207 | 50949207 | 100 | 50949207 | 0 | 100 | 0 | |
| | Postal Ballot (if applicable) | | | | | | | | |
| | Total | 58961932 | 58961932 | 100 | 58961932 | 0 | 100 | 0 | |
| Public- | E-Voting | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 | |
| Institutions | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | | | | | | | | |
| | Total | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 | |
| Public- Non | E-Voting | 3554 | 3554 | 100 | 3554 | 0 | 100 | 0 | |
| Institutions | Poll | 485210 | 485210 | 100 | 485210 | 0 | 100 | 0 | |
| _ | Postal Ballot (if applicable) | | | | | | | | |
| | Total | 488764 | 488764 | 100 | 488764 | 0 | 100 | 0 | |
| Total | | 60534944 | 60534944 | 100 | 60534944 | 0 | 100 | 0 | |



6. Details of the voting result as per clause 44(3) of the Listing Agreement in respect of Special Resolution to reappoint Shri Jai Hari Dalmia as Managing Director, designated as the Vice Chairman of the Company, for a period of 5 years with effect from 1-4-2017 on the salary and perquisites etc. set out in the terms of the Agreement dated 10-8-2016 entered into between the Company and Shri Jai Hari Dalmia :

| Resol | ution required: (O | ordinary/Spe | cial) | | | Specia | I | | | | |
|-------------------|------------------------------------|--------------------------|---------------------------|--|-----------------------------|------------------------------|--|---|--|--|--|
| Whether pro | omoter/ promoter the agenda/res | - · | terested in | | yes | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - Favour | No. of Votes - Against | No. of votes in favour on votes polled | No. of votes in against on votes polled | | | |
| | | (1) | (2) | | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 | | | |
| Promoter | E-Voting | 8012725 | 6615065 | 82.55 | 6615065 | 0 | 100 | 0 | | | |
| and | Poll | 50949207 | 50634032 | 99.38 | 50634032 | 0 | 100 | 0 | | | |
| promoter Group | Postal Ballot (if applicable) | | | | | | | | | | |
| | Total | 58961932 | 57249097 | 97.09 | 57249097 | 0 | 100 | 0 | | | |
| Public- | E-Voting | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 | | | |
| Institutions | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | | |
| | Postal Ballot (if applicable) | | | | | | | | | | |
| | Total | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 | | | |
| Public- Non | E-Voting | 3554 | 3554 | 100 | 3554 | 0 | 100 | 0 | | | |
| Institutions | Poll | 485210 | 485210 | 100 | 485210 | 0 | 100 | 0 | | | |
| | Postal Ballot (if applicable) | | | | | | | | | | |
| | Total | 488764 | 488764 | 100 | 488764 | 0 | 100 | 0 | | | |
| Total | | 60534944 | 58822109 | 97.17 | 58822109 | 0 | 100 | 0 | | | |



7. Details of the voting result as per clause 44(3) of the Listing Agreement in respect of Special Resolution to reappoint Shri Gautam Dalmia as Managing Director of the Company, for a period of 5 years with effect from 16-1-2017 on the salary and perquisites etc. set out in the terms of the Agreement dated 10-8-2016 entered into between the Company and Shri Gautam Dalmia :

| Resolu | ition required: (O | rdinary/Spec | cial) | | | Specia | l | | |
|-----------------|-----------------------------------|--------------------------|---------------------------|--|-----------------------------|------------------------------|--|---|--|
| | moter/ promoter the agenda/res | group are in | | yes | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - Favour | No. of Votes - Against | No. of votes in favour on votes polled | No. of votes in against on votes polled | |
| | | (1) | (2) | | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 | |
| Promoter and | E-Voting | 8012725 | 6615065 | 82.55 | 6615065 | 0 | 100 | 0 | |
| | Poll | 50949207 | 50634032 | 99.38 | 50634032 | 0 | 100 | 0 | |
| promoter | Postal Ballot (if | | | | | | | | |
| Group | applicable) | | | | | | | | |
| | Total | 58961932 | 57249097 | 97.09 | 57249097 | 0 | 100 | 0 | |
| Public- | E-Voting | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 | |
| Institutions | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | | | | | | | | |
| | Total | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 | |
| Public- Non | E-Voting | 3554 | 3554 | 100 | 3554 | 0 | 100 | 0 | |
| Institutions | Poll | 485210 | 485210 | 100 | 485210 | 0 | 100 | 0 | |
| | Postal Ballot (if applicable) | | | | | | | | |
| | Total | 488764 | 488764 | 100 | 488764 | 0 | 100 | 0 | |
| Total | | 60534944 | 58822109 | 97.17 | 58822109 | 0 | 100 | 0 | |

* Number of Votes polled excludes 1712835 shares Abstained from voting.

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

Yours faithfully and low For Dalmia/Brarat Sugar and Industries Limited 1000 -(K.V. Mohah

Company Secretary Encl: Scrutinizer's report on E-voting and poll.

Harish Khurana & Associates

Company Secretaries

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Scrutinizer(s) Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,

Dalmia Bharat Sugar and Industries Limited

The Chairman

of 64th Annual General Meeting of the Equity Shareholders of the Dalmia Bharat Sugar and Industries Limited held on Friday, the 9th September, 2016 at 10.00 a.m. at Higher Secondary School Auditorium at the registered office of the Company at Dalmiapuram-621 651, District Tiruchirapalli, Tamil Nadu

Dear Sir,

- I have been appointed as scrutinizer for the e-voting process and ballot process as per the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on below mentioned Resolution(s) at the 64th General Meeting held on Friday, the 9th September, 2016 at 10.00 a.m. at Dalmiapuram-621 651, District Tiruchirapalli, Tamil Nadu.
- Mr. V. Sundararaj, a member of the Company was authorized to act as scrutinizer and to represent the member as an independent scrutinizer, who assisted me to finalize the process of counting and verification of the ballot papers polled at the venue of the 64th Annual General Meeting.
- 3. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in our presence with due identification marks placed by me.
- 4. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- The remote e-voting period remained open from Tuesday 6th September, 2016 (9:30 am) and ends on Thursday 8th September, 2016 (5:00 pm) on the designated website http://evoting.karvy.com of Karvy Computershare Private Limited.



- The members of the Company as on the "cut off date" i.e. 2nd September, 2016 were entitled to avail the facility of remote e-voting as well as voting at the AGM.
- 7. We submit our report as under:
- a) Ordinary Resolution for adoption of the (a) Audited Standalone Financial Statements for the year ended 31st March, 2016, and the Reports of the Auditors' and Directors thereon and (b) audited Consolidated Financial Statements year ended 31st March, 2016, and the Reports of the Auditors' thereon is 100%.
- b) Ordinary Resolution to confirm interim dividend is 100 %.
- c) Ordinary Resolution to appoint director in place of Shri Jai Hari Dalmia, who retires by rotation and being eligible, offers himself for re-appointment, is 100%.
- d) Ordinary Resolution to appoint auditors, M/s. S. S. Kothari Mehta & Co., Chartered Accountants, for a term of one year to hold office from the conclusion of this Annual General Meeting till the conclusion of next annual general meeting of the Company is 98.39%.
- e) Ordinary Resolution to approve the remuneration of M/s. HMVN & Associates, Cost Accountants for the F. Y. ending 31st March, 2017 is 100%.
- f) Special Resolution to re-appoint Shri Jai Hari Dalmia, as Managing Director for a period of 5 years w.e.f. 01-04-2017 is 100%.
- g) Special Resolution to re-appoint Shri Gautam Dalmia as Managing Director for a period of 5 years w.e.f. 16-01-2017 is 100%.
- 8. We did not find any poll papers invalid.
- 9. Under e-voting, few members from promoters group have casted their votes in favour of the item No. 6 & 7 of the AGM Notice, in which they were interested, hence votes cast in favour of item no. 6 & 7 of such notice, have not been considered in favor of Item No. 6 & 7 and have been treated under the category as "Abstain", while preparing our report.



- 10. The Management of the Company is responsible to ensure the compliances with the requirement of the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligation & Disclosures Requirement) Regulation, 2015 at 64th AGM of the Company. Our responsibilities as Scrutinizers are restricted to make 'Scrutinizers' Report of the votes cast.
- 11. The details of the above mentioned result has been given in Annexure-1

Place: Chennai

Date: 10-09-2016

For Harish Khurana & Associates Company secretaries -A DECHI C.P. No. 3508 (Harish K Khurana) C. P. No. 3506

ANNEXURE-1

| Sr. No. | | DESCRIPTIC | DN | <u> </u> | - <u></u> | 1999 | | | |
|---------|--|--------------------------------|-------------------------------------|------------|------------------|---------------------|--|--|--|
| A | | DATE OF AC | GM | 09-09-2016 | | | | | |
| В | | BOOK CLOSURE | DATE | 03-09-2016 | TO 09-09-2016 (B | OTH DAYS INCLUSIVE) | | | |
| С | TOTAL NUMBER | OF SHAREHOLD | DERS ON RECORD DATE | | 15559 | | | | |
| D | | ERS PRESENT IN SON OR THROU | N THE MEETING EITHER IN GH PROXY | | | | | | |
| | SHAREHOLDERS | PRESENT IN PERSON | PRESENT THROUGH PROXY | TOTAL | SHARES | % TO CAPITAL | | | |
| | PROMOTER AND PROMOTER GROUP | 27 | 4 | 31 | 57784842 | 71.39281 | | | |
| | PUBLIC | 41 | 0 | 41 | 485210 | 0.59947 | | | |
| | TOTAL | 68 | 4 | | 58270052 | 71.99228 | | | |
| E | No. of shareholders attended the meeting through Video conferencing N.A., No video conferencing facility w available. | | | | | | | | |

 Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in respect of Ordinary Resolution for adoption of the (a) Audited Standalone Financial Statements for the year ended 31st March, 2016, and the Reports of the Auditors' and Directors thereon and (b) audited Consolidated Financial Statements year ended 31st March, 2016, and the Reports of the Auditors' thereon

| Resolution Required: | Ordinary Resolution |
|--------------------------------------|---------------------|
| Whether promoter/ promoter group are | N. A. |
| interested in the agenda/resolution? | |



| Category | Mode of Voting | No. of shares | No. of votes | % of Votes | No. of | No. of Votes | % of Votes in | % of Votes |
|--------------|----------------------------------|---------------|--------------|-------------------|------------|--------------|-----------------|------------------|
| 0 / | - | held | polled | Polled on | Votes - in | - against | favour on votes | against on votes |
| | | | | outstanding | favour | | polled | polled |
| | | | | shares | | | | |
| | | (1) | (2) | | | (5) | (6)= | (7)= |
| | | | | (3)=[(2)/(1)]*100 | (4) | | [(4)/(2)]*100 | [(5)/(2)]*100 |
| Promoter | E-voting | 8012725 | 8012725 | 100 | 8012725 | 0 | 100 | 0 |
| and | Poll | 50949207 | 50949207 | 100 | 50949207 | 0 | 100 | 0 |
| Promoter | Postal Ballot (if | | | | | | | |
| Group | applicable) | | | | | | | |
| | Total | 58961932 | 58961932 | 100 | 58961932 | 0 | 100 | 0 |
| Public | E-voting | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 |
| Institutions | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 |
| Public - | E-voting | 3554 | 3554 | 100 | 3554 | 0 | 100 | 0 |
| Non | Poll | 485210 | 485210 | 100 | 485210 | 0 | 100 | 0 |
| | Postal Ballot (if | | | | | | | |
| | applicable) | | | 4.00 | 400764 | 0 | 100 | 0 |
| | Total | 488764 | 488764 | 100 | 488764 | | | 0 |
| Total | | 60534944 | 60534944 | 100 | 60534944 | 0 | 100 | V |

2. Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in respect of Ordinary Resolution to confirm interim dividend as Final Dividend:

| Resolution Required: | Ordinary Resolution |
|--------------------------------------|---------------------|
| Whether promoter/ promoter group are | N. A. |
| interested in the agenda/resolution? | |



| Total | | 60534944 | 60534944 | 100 | 60534944 | 0 | 100 | 0 |
|-------------------|--|-----------------------|---------------------|-------------------------|----------------------|-----------|---------------------------|-------------------------|
| | Total | 488764 | 488764 | 100 | 488764 | 0 | 100 | 0 |
| | Postal Ballot (if applicable) | | | | | 2 | | |
| Non | and the second | 485210 | 485210 | 100 | 485210 | 0 | 100 | 0 |
| Public - | E-voting | 3554 | 3554 | 100 | 3554 | 0 | 100 | 0 |
| | Total | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| Institutions | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public | E-voting | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 |
| | Total | 58961932 | 58961932 | 100 | 58961932 | 0 | 100 | 0 |
| Promoter Group | Postal Ballot (if applicable) | | | | | | | |
| and | Poll | 50949207 | 50949207 | 100 | 50949207 | 0 | 100 | 0 |
| Promoter | E-voting | 8012725 | 8012725 | 100 | 8012725 | 0 | 100 | 0 |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| | | | poned | outstanding shares | Votes - in favour | - against | favour on votes polled | against on votes polled |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on | No. of | | % of Votes in | % of Votes |

3. Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in respect of Ordinary Resolution to appoint director in place of Shri Jai Hari Dalmia, who retires by rotation and being eligible, offers himself for re-appointment

| Resolution Required: | Ordinary Resolution | |
|--------------------------------------|---|--|
| Whether promoter/ promoter group are | Yes | |
| interested in the agenda/resolution? | Jupna 3 4 | |
| | the second se | |



2. Acres

| Category | Mode of Voting | No. of shares | No. of votes | % of Votes | No. of | No. of Votes | % of Votes in | % of Votes |
|--------------|-------------------------------|---------------|--------------|-------------------|------------|--------------|--|-----------------------|
| | | held | polled | Polled on | Votes - in | -0 | | against on votes |
| | | | | outstanding | favour | | polled | polled |
| | | | | shares | | | and a second | 1-1 |
| | | (1) | (2) | | | (5) | (6)= | (7)= ((5)((2))*100 |
| | | | | (3)=[(2)/(1)]*100 | (4) | | [(4)/(2)]*100 | [(5)/(2)]*100 |
| Promoter | E-voting | 8012725 | 7792155 | 97.25 | 7792155 | 0 | 100 | 0 |
| and | Poll | 50949207 | 50949207 | 100 | 50949207 | 0 | 100 | 0 |
| Promoter | Postal Ballot (if | | | | | | | |
| Group | applicable) | | | | | | | |
| | Total | 58961932 | 58741362 | 99.62 | 58741362 | 0 | 100 | 0 |
| Public | E-voting | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 |
| Institutions | Poll | 0 | 0 | 0 | 0 | | 0 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 |
| Public - | E-voting | 3554 | 3554 | 100 | 3554 | 0 | 100 | 0 |
| Non | Poll | 485210 | 485210 | 100 | 485210 | 0 | 100 | 0 |
| Institutions | Postal Ballot (if | | | | | | | |
| | applicable) | * * | | | | | | |
| | Total | 488764 | 488764 | 100 | 488764 | 0 | 100 | 0 |
| Total | | 60534944 | 60314374 | 99.64 | 60314374 | 0 | 100 | 0 |

Shareholders holding 220570 Shares abstained themselves from voting on this item.

4. Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in respect of Ordinary Resolution to appoint auditors, M/s. S.S Kothari Mehta & Co., Chartered Accountants, for a term of one year to hold office from the conclusion of this Annual General Meeting till the conclusion of next annual general meeting of the Company

| Resolution Required: | Ordinary Resolution |
|--|---------------------|
| Whether promoter/ promoter group are | N.A. |
| interested in the agenda/resolution? | |
| Lanna and an | |



| Category | Mode of Voting | 1 | No. of votes | % of Votes | No. of | No. of Votes | % of Votes in | % of Votes |
|--------------|--|----------|--------------|-------------------|------------|--------------|-----------------|------------------|
| | | held | polled | Polled on | Votes - in | - against | favour on votes | against on votes |
| | | | | | favour | | polled | polled |
| | | 143 | | shares | | | | |
| | | (1) | (2) | | | (5) | (6)= | (7)= |
| - | ······································ | | _ | (3)=[(2)/(1)]*100 | (4) | | [(4)/(2)]*100 | [(5)/(2)]*100 |
| | | 8012725 | 8012725 | 100 | 8012725 | 0 | 100 | 0 |
| | Poll | 50949207 | 50949207 | 100 | 50949207 | 0 | 100 | 0 |
| | Postal-Ballot (if | | | | | | | |
| Group | applicable) | | | | | | | |
| | Total | 58961932 | 58961932 | 100 | 58961932 | 0 | 100 | 0 |
| | E-voting | 1084248 | 1084248 | 100 | 110248 | 974000 | 10.17 | 89.83 |
| Institutions | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if | | | | ****** | | | |
| | applicable) | | | | | | : | |
| | Total | 1084248 | 1084248 | 100 | 110248 | 974000 | 10.17 | 89.83 |
| Public - | E-voting | 3554 | 3554 | 100 | 3554 | 0 | 100 | 0 |
| Non | Poll | 485210 | 485210 | 100 | 485210 | 0 | 100 | 0 |
| Institutions | Postal Ballot (if | | | | | | | |
| | applicable) | | | | | | | |
| | Total | 488764 | 488764 | 100 | 488764 | 0 | 100 | 0 |
| Total | | 60534944 | 60534944 | 100 | 59560944 | 974000 | 98.39 | 1.61 |

5. Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in respect of Ordinary Resolution to approve the remuneration of M/s. HMVN & Associates, Cost Accountants for the F. Y. ending 31st March, 2017

| Resolution Required: | Ordinary Resolution |
|--------------------------------------|---------------------|
| Whether promoter/ promoter group are | N. A. |
| interested in the agenda/resolution? | |



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| Total | | 60534944 | 60534944 | 100 | 60534944 | 0 | 100 | 0 |
|-------------------|----------------------------------|---------------|--------------|------------------------------------|----------------------|-----------|---------------------------|---|
| | Total | 488764 | 488764 | 100 | 488764 | 0 | 100 | 0 |
| Institutions | Postal Ballot (if applicable) | | | | | | | a Course in the second s |
| Non | | 485210 | 485210 | 100 | 485210 | 0 | 100 | 0 |
| Public - | E-voting | 3554 | 3554 | 100 | 3554 | 0 | 100 | 0 |
| | Total | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| Institutions | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public | E-voting | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 |
| | Total | 58961932 | 58961932 | 100 | 58961932 | 0 | 100 | 0 |
| Promoter Group | Postal Ballot (if applicable) | | | | | | | |
| and | Poll | 50949207 | 50949207 | 100 | 50949207 | 0 | 100 | 0 |
| Promoter | E-voting | 8012725 | 8012725 | 100 | 8012725 | 0 | 100 | 0 |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| | | held | polled | Polled on outstanding shares | Votes - in favour | - against | favour on votes polled | against on votes polled |
| Category | Mode of Voting | No. of shares | No. of votes | % of Votes | No. of | 1 | % of Votes in | % of Votes |

6. Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in respect of Special Resolution to re-appoint Shri Jai Hari Dalmia, as Managing Director for a period of 5 years w.e.f 01-04-2017

| Resolution Required: | Special Resolution |
|--------------------------------------|--------------------|
| Whether promoter/ promoter group are | Yes |
| interested in the agenda/resolution? | |



| Category | Mode of Voting | 1 | No. of votes | % of Votes | No. of | No. of Votes | % of Votes in | % of Votes |
|--------------|------------------------|----------|--------------|-------------------|--|--|-----------------|------------------|
| | | held | polled | Polled on | Votes - in | - against | favour on votes | against on votes |
| | | | | outstanding | favour | | polled | polled |
| | | | | shares | | | | |
| · | | (1) | (2) | | | (5) | (6)= | (7)= |
| | | | | (3)=[(2)/(1)]*100 | (4) | | [(4)/(2)]*100 | [(5)/(2)]*100 |
| | E-voting | 8012725 | 6615065 | 82.55 | 6615065 | 0 | 100 | 0 |
| and | Poll | 50949207 | 50634032 | 99.38 | 50634032 | 0 | 100 | 0 |
| Promoter | Postal Ballot (if | | | | ······································ | | ······ | |
| Group | applicable) | | | | | | | |
| | Total | 58961932 | 57249097 | 97.09 | 57249097 | 0 | 100 | 0 |
| Public | E-voting | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 |
| Institutions | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if | | | | | ······································ | | |
| | applicable) | | | | | | | |
| | Total | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 |
| Public - | E-voting | 3554 | 3554 | 100 | 3554 | 0 | 100 | 0 |
| | Poll | 485210 | 485210 | 100 | 485210 | 0 | 100 | 0 |
| Institutions | Postal-Ballot (if | | ····· | | | | | |
| | applicable) | | | | | | | |
| | Total | 488764 | 488764 | 100 | 488764 | 0 | 100 | 0 |
| Total | | 60534944 | 58822109 | 97.17 | 58822109 | 0 | 100 | 0 |

• Shareholders holding 1712835 Shares abstained themselves from voting on this item.

7. Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in respect Special Resolution to re-appoint Shri Gautam Dalmia as Managing Director for a period of 5 years w.e.f 16-01-2017

| Resolution Required: | Special Resolution |
|--------------------------------------|--------------------|
| Whether promoter/ promoter group are | Yes |
| interested in the agenda/resolution? | |



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| Category | Mode of Voting | No. of shares | No. of votes | % of Votes | No. of | No. of Votes | % of Votes in | % of Votes |
|-------------------|----------------------------------|---------------|--------------|-------------------|------------|--------------|-----------------|------------------|
| | - | held | polled | Polled on | Votes - in | - against | favour on votes | against on votes |
| | | | | outstanding | favour | | polled | polled |
| | | | | shares | | | | na Na |
| | | (1) | (2) | | | (5) | (6)= | (7)= |
| | | | | (3)=[(2)/(1)]*100 | (4) | | [(4)/(2)]*100 | [(5)/(2)]*100 |
| Promoter | E-voting | 8012725 | 6615065 | 82.55 | 6615065 | 0 | 100 | 0 |
| and | Poll | 50949207 | 50634032 | 99.38 | 50634032 | 0 | 100 | 0 |
| Promoter Group | Postal Ballot (if applicable) | | | | | | | |
| | Total | 58961932 | 57249097 | 97.09 | 57249097 | 0 | 100 | 0 |
| Public | E-voting | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 |
| Institutions | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal-Ballot (if applicable) | | | | | | | |
| | Total | 1084248 | 1084248 | 100 | 1084248 | 0 | 100 | 0 |
| Public - | E-voting | 3554 | 3554 | 100 | 3554 | 0 | 100 | 0 |
| Non | Poll | 485210 | 485210 | 100 | 485210 | 0 | 100 | 0 |
| Institutions | Postal Ballot (if applicable) | | | | | | | |
| | Total | 488764 | 488764 | 100 | 488764 | 0 | 100 | 0 |
| Total | | 60534944 | 58822109 | 97.17 | 58822109 | 0 | 100 | 0 |

Shareholders holding 1712835 Shares abstained themselves from voting on this item.

