

23rd September, 2015

Combined Scrutinizer's Report on Remote E-voting, voting through physical ballot sent along with the notice of AGM and physical voting conducted at the 94th Annual General Meeting (AGM) of The Dharamsi Morarji Chemical Company Limited held on Wednesday, 23rd September, 2015 at 11 a.m. at Indian Merchants' Chamber, Conference Hall (Walchand Hirachand Hall), IMC Marg, Churchgate, Mumbai 400 020

To,
The Chairman
The Dharamsi Morarji Chemical Company Limited
Prospect Chambers,
317/21 D N Road,
Fort, Mumbai 400001

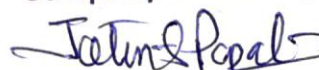
Sub: Passing of Resolution(s) through electronic voting, voting through physical ballot form sent along with the notice of AGM and physical voting done at the venue of the AGM pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement.

The Board of Directors of The Dharamsi Morarji Chemical Company Limited (hereinafter referred to as the "Company") at its meeting held on 12th August, 2015 has appointed me as the Scrutinizer for the Remote E-voting process (including the Ballot form received from the Member(s) who do not have access to the Remote e-voting) as well as to scrutinize the physical ballot papers to be received from the members at the venue of the Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and in accordance with Clause 35B of the Listing Agreement.

Report on Scrutiny:

- The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. Link Intime India Private Limited is the Registrar and Share Transfer Agents ('RTA') of the Company.

For JSP ASSOCIATES
Company Secretary



JATIN POPAT

FCS - 4047 # CP - 6880

- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted at the AGM of the Company, which was held on Wednesday, 23rd September, 2015.
- The Service Provider had set up electronic voting facility on their website, www.evotingindia.com. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also on the Service Provider to facilitate their Members to cast their vote through Remote E-Voting.
- The Company in addition to remote e-voting had sent to the shareholders ballot form in physical mode along with the Notice of the AGM in terms of clause 35B of the Listing Agreement to facilitate those members who did not have access to e-voting facility to cast their votes by giving their assent or dissent in respect of the resolutions as set out in the Notice of the AGM dated August 12, 2015. The last date of receipt of the physical ballot forms was on or before Tuesday, September 22, 2015 at 5:00 P.M.
- The **Cut-off date** for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was **Wednesday, 16th September, 2015.**
- The Remote E-Voting facility was open from **Saturday, 19th September, 2015 9:30 A.M. to Tuesday, 22nd September, 2015 at 5:00 P.M.**
- The Company completed the dispatch of the notices to the members by Friday, 28th August, 2015.
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in Free Press Journal newspaper having country-wide circulation dated 29th August, 2015 and in Marathi in Navshakti newspaper dated 29th August, 2015. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on September 22, 2015 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith. The ballot forms received from the shareholder till 5:00 P.M. was also duly accounted for.
- At the venue of the 94th AGM of the Company held on 23rd September, 2015, the facility to vote through Ballot Paper was provided to facilitate those members present at the meeting who could not participate either through Remote E-voting or voting through Ballot Form sent along with the Notice, to record their votes.
- The Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Rahul C. Patel and Ms. Feni J. Savla who acted as the witnesses, as prescribed in Sub Rule 4(xii) of Rule 20 of the Companies (Management & Administration) Rules, 2014..

- At the AGM venue, one (1) ballot box kept for the purpose of casting of votes was locked in my presence with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and in presence of two witnesses, as mentioned above, and the ballot papers were diligently scrutinized. Simultaneously the ballot form sent along with the Notice of the AGM was also taken up for scrutiny. The ballot papers / forms were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. The ballot paper/form, which was incomplete and/or which was otherwise found defective have been treated as invalid and kept separately.
- Thereafter, I as a Scrutinizer duly compiled the details of the Remote E-Voting carried out by the Members along with the ballot form sent along with the Notice of the AGM as well as the physical voting done at the venue of the AGM by way of Ballot Paper, the details of which are as follows:

Details	Remote E-voting	Physical ballot form sent with Notice of AGM	Voting through Ballot paper at AGM	Total voting
Number of members who cast their votes	15	0	40	55
Total number of Shares held by them	149114	0	8037084	8186198
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder			
Abstained / Invalid Votes	As mentioned under each of the Resolution(s) mentioned hereunder			

Note:

1. Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting, ballot form sent along with the Notice of AGM and Physical Voting by ballot paper at the venue of the meeting.

The results of the Remote E-voting on each item of business together with that of the Ballot Forms sent with the Notice of AGM and the voting conducted at the venue of the AGM by way of Ballot Papers on each item of business together are as under:

For JSP ASSOCIATES
Company Secretary

JATIN POPAT
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ORDINARY BUSINESS:

I) Item No. 1 of the Notice (As an Ordinary Resolution):

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and the Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	149069	99.97	45	0.030	0
Ballot form sent along with Notice	0	0	0	0	0
Physical Voting	8036924	100	0	0	160
TOTAL	8185993	99.999	45	0.001	160

II) Item No. 2 of the Notice (As an Ordinary Resolution):

To appoint a Director in place of Ms. Mitika Laxmikumar Goculdas (holding DIN 02879174), who retires from office by rotation and being eligible, offers herself for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	149069	100	0	0	45
Ballot form sent along with Notice	0	0	0	0	0
Physical Voting	8036924	100	0	0	160
TOTAL	8185993	100	0	0	205

III) Item No. 3 of the Notice (As an Ordinary Resolution):

Ratification of appointment of Messrs. K.S. Aiyar & Company, Chartered Accountants, holding ICAI Firm Registration Number 100186W, as Statutory Auditors of the Company and fixing their remuneration.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	149114	100	0	0	0
Ballot form sent along with Notice	0	0	0	0	0
Physical Voting	8036924	100	0	0	160
TOTAL	8186038	100	0	0	160

IV) Item No. 4 of the Notice (As an Ordinary Resolution):

Ratification of Remuneration payable to the Cost Auditor - CMA Shri S. S. Dongare holding ICWA Registration Number 12521 for the Financial Year 2014-15.

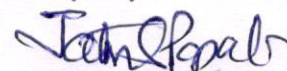
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	149114	100	0	0	0
Ballot form sent along with Notice	0	0	0	0	0
Physical Voting	8036924	100	0	0	160
TOTAL	8186038	100	0	0	160

All the Resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-voting, Ballot Form and physical voting conducted at the AGM by way of Ballot papers with the requisite majority and hence deemed to be having passed at the AGM.

I hereby confirm that, I have maintained the Registers received from the RTA and electronic voting data received from the Service Provider, in respect of the votes cast through Remote E-Voting, Ballot Form and voting conducted at the AGM by way of Ballot Papers by the Members of the Company. The Ballot papers, Ballot Forms and all other relevant records relating to e-voting and physical voting which were under my safe custody are separately handed over to the Company Secretary for safe keeping.

Thanking you,

**For JSP ASSOCIATES
Company Secretary**


JATIN POPAT

FCS - 4047 # CP - 6880

Yours faithfully,

For JSP ASSOCIATES
Company Secretary

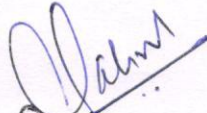
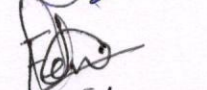


JATIN POPAT

Witnesses: **FCG-4047 # CP - 6880**

1. Rahul C. Patel :

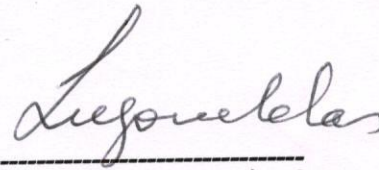
2. Feni J. Savla :

Received the Report together with other data/records mentioned therein:

Place: Mumbai

Date: 23rd September, 2015



Signed by Mr. L.N. GOCULDASS
Authorized Representative