

26th December, 2017

Combined Scrutinizer's Report on Remote e-voting and Physical voting conducted at the 96th Annual General Meeting (AGM) of The Dharamsi Morarji Chemicals Company Limited ("the Company") held on Tuesday, 26th December, 2017 at 11:00 am at Indian Merchants' Chamber, Conference Hall (Walchand Hirachand Hall), IMC Marg, Churchgate, Mumbai - 400 020

To,
Shri. L. N. Goculdas, Chairman
The Dharamsi Morarji Chemical Company Ltd.
Prospects Chambers
317/321, Dr. D. N. Road
Fort, Mumbai 400001

Dear Sir,

Sub: Passing of Resolution(s) through remote e-voting and physical voting done at the venue of the Annual General Meeting of the Company pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended

I, Jatin S. Popat, Proprietor of JSP Associates, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of The Dharamsi Morarji Chemical Company Limited (hereinafter referred to as the "Company") in terms of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015, for the remote e-voting process as well as to scrutinize the voting done by physical ballot forms by the members of the Company at the venue of the AGM in respect of the resolutions mentioned in the Notice dated November 10, 2017.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to the remote e-voting and the physical voting through poll at the venue of the meeting on the resolution contained in the Notice of the said AGM.

My responsibility as scrutinizer for the remote e-voting and the physical voting through poll at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favor or against the resolution.

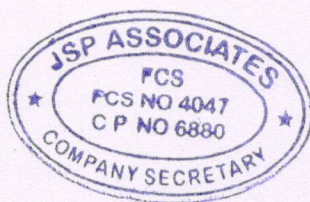
I now submit my report as under:

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



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3. The Service Provider had provided a system for recording the votes of the members electronically on all the items of the businesses (both Ordinary and Special) sought to be transacted at the AGM of the Company, which was held on Tuesday, December 26, 2017.
4. The Service Provider had set up electronic voting facility on their website, <https://www.evotingindia.com>. The Company had uploaded the Notice dated November 10, 2017 with respect to the resolutions 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.
5. The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolution placed for approval of the members was December 19, 2017.
6. The remote e-voting facility was kept open from Saturday, December 23, 2017 at 9:00 am (IST) to Monday, December 25, 2017 at 5:00 pm(IST).
7. At the end of the voting period on December 25, 2017 at 5.00 pm (IST) the e-voting platform of the Service Provider was blocked forthwith.
8. At the venue of the 96th AGM of the Company held on December 26, 2017, the facility to vote through Ballot Paper was provided to facilitate those members present at the meeting but could not participate in Remote E-voting to record their votes.
9. The Chairman of the AGM, directed for conducting the voting through poll for the members who were present at the meeting but could not cast their vote earlier through remote e-voting.
10. In this regard, at the AGM venue, one (1) ballot box kept for the purpose of casting of votes on poll was locked in my presence with due identification marks placed by me.
11. After closure of the voting through poll, the locked ballot box was opened in my presence and in the presence of two witnesses i.e. Mr. Shivakumar P. S. and Mr. Hemang Dhakan, who were not in the employment of the Company.
12. Thereafter, the ballot papers were diligently scrutinized and reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. I did not find any defective / invalid ballot form.
13. Thereafter, the Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of the aforesaid two witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20 of the Companies (Management & Administration) Rules, 2014.
14. Thereafter, I as a Scrutinizer duly compiled the details of the Remote E-Voting based on the data downloaded from the e-voting platform provided by the Service Provider together with the physical voting done at the venue of the AGM by way of Ballot paper, the details of which are as follows:



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The results of the Remote E-voting together with that of the voting conducted at the venue of the AGM by way of Ballot Papers are as under:

Details	Remote E-voting	Voting through Ballot paper at AGM	Total voting
Number of members who casted their votes	18	80	98
Total number of Shares held by them	18558	12818256	12836814
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: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting and Physical Voting by ballot paper at the venue of the meeting.

ORDINARY BUSINESS:

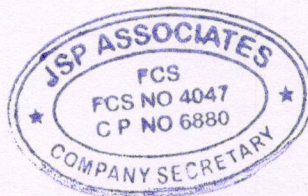
I) Item No. 1 of the Notice (As an Ordinary Resolution):

To receive, consider and adopt the audited financial statements of the Company (post-merger) for the Financial Year ended 31st March, 2017, together with 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	18556	99.98922	2	0.01078	0
Physical Voting	12818256	100.00000	0	0	0
TOTAL	12836812	99.99998	2	0.00002	0

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 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	18556	99.98922	2	0.01078	0
Physical Voting	3932655	99.99809	75	0.00191	0
TOTAL	3951211	99.99805	77	0.00195	0

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

To appoint Statutory Auditors and fix their remuneration

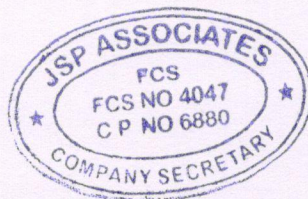
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	18556	99.98922	2	0.01078	0
Physical Voting	12818181	99.99941	75	0.00059	0
TOTAL	12836737	99.99940	77	0.00060	0

SPECIAL BUSINESS:

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

Ratification of Cost Auditor's 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	18556	99.98922	2	0.01078	0
Physical Voting	12818181	99.99941	75	0.00059	0
TOTAL	12836737	99.99940	77	0.00060	0



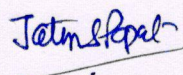
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Based on the above results, the resolution stands passed with the requisite majority according to the consolidated results of voting done under Remote E-voting and through Poll conducted at the venue of the AGM and hence deemed to have been passed at the said meeting.

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 and voting through Poll at the venue of the AGM. The Polling papers and all other relevant records relating to e-voting and physical voting will remain in my custody until the Chairman considers, approves and signs the minutes of the AGM and the same shall be handed over to the Chairman / Company Secretary for safe keeping.


Thanking you,

Yours faithfully,
For JSP Associates



Jatin S. Popat
Proprietor
FCS No. 4047 / CP No. 6880

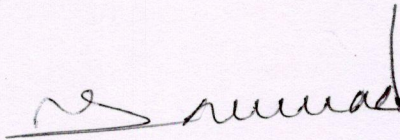
Countersigned by:
For The Dharamsi Morarji Chemical Company Ltd



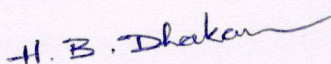
L. N. Goculdas, Chairman

Witnesses:

1. Shivakumar P. S.:



2. Hemang Dhakan:



Place: Mumbai

Date: 26th December, 2017

