



THE DHARAMSI MORARJI CHEMICAL CO. LTD.

CIN NUMBER: L24110MH1919PLC000564



26/09/2018

BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Bldg., P.J. Towers,
Dalal Street, Fort,
Mumbai – 400 001

Dear Sirs,

Summary of Proceedings and Voting Results of the 97th Annual General Meeting

The 97th Annual General Meeting (AGM) of the Company was held on Wednesday, the 26th September, 2018 at 11.30 a.m. (IST) at The Indian Merchants' Chamber, Conference Hall (Walchand Hirachand Hall), IMC Marg, Churchgate, Mumbai 400 020,. All the items of business contained in the Notice of the AGM dated 10th August, 2018, were transacted and passed by the Members with requisite majority.

In connection with the same, please find the following :

- Summary of proceedings of the AGM of the Company, as required under Regulation 30, Part A of Schedule III to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), attached and marked as **Annexure – 1.**
- Combined voting results of the remote e-voting together with the voting conducted at the AGM venue, in relation to the items of business transacted at the AGM, as required under Regulation 44 of the Listing Regulations, attached and marked as **Annexure – 2.**
- The Scrutinizer's Report dated 26th September, 2018, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, attached and marked as **Annexure – 3.**

The Voting Results along with the Scrutinizer's Report are also available on the website of the Company viz. www.dmcc.com

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For The Dharamsi Morarji Chemical Company Ltd.,


Company Secretary

Encl.: As above

[ISO 9001:2015 Certified Organization,
Certificate No.: IND15.5565U/Q]



Annexure – 1

Summary of proceedings of the 97th Annual General Meeting of the Company

The 97th Annual General Meeting (AGM) of the Company was held on Wednesday, 26th September, 2018 at 11.30 a.m. (IST) at The Indian Merchants' Chamber, Conference Hall (Welchand Hirachand Hall), IMC Marg, Churchgate, Mumbai 400 020.

Shri Laxmikumar Narottam Goculdas, Chairman of the Company chaired the Meeting. The requisite quorum being present, the Chairman called the meeting to order. All the Directors of the Company attended the Meeting. With the consent of the Members, the Notice convening the Meeting and the Auditors' Report were taken as read.

The Chairman then made his opening remarks with respect to the industry scenario, growth outlook and the operations of the Company. Thereafter, Shri Bimal Lalitsingh Goculdas, Managing Director, & CEO made a presentation on the company's performance.

The following resolutions set out in the Notice convening the AGM were proposed and seconded by the Members :

Item No.	Details of the Agenda	Resolution required
1	Adoption of the audited financial statements of the Company for the Financial Year ended 31 st March, 2018, together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary
2.	Adoption of the audited Consolidated financial statements of the Company for the Financial Year ended 31 st March, 2018, together with the Report of the Auditors thereon.	Ordinary
3.	Declaration of dividend on Equity Shares @ Rs. 0.50 per equity share (face value of Rs. 10/- each) for the financial year ended 31 st March, 2018.	Ordinary
4.	Appointment of Director in place of Shri Laxmikumar Narottam Goculdas (holding DIN 00459347), who retires by rotation, and being eligible, offers himself for re-appointment.	Ordinary
5.	To ratify the appointment of Statutory Auditors of the company, holding office from the conclusion of the 96 th Annual General Meeting (AGM) of the company till the conclusion of the 101 st AGM of the company to be held in 2022 and to fix their remuneration.	Ordinary
<u>SPECIAL BUSINESS</u>		
6.	Appointment of Shri Mukul Manoharlal Taly as an Independent Director	Ordinary
7.	Appointment of Shri Sanjeev Vishwanath Joshi as an Independent Director	Ordinary
8.	Appointment of Shri Bimal Lalitsingh Goculdas as a Director	Ordinary
9	Appointment of Shri Bimal Lalitsingh Goculdas as Managing Director, & CEO	Ordinary
10	Commission to Non-Executive Directors	Ordinary
11	Ratification of Cost Auditor's Remuneration	Ordinary
12	Special Resolution for the continuation of directorship of Shri Laxmikumar Narottam Goculdas (DIN: 00459347) after his attaining the age of seventy-five years on 16/09/2018.	Special

FOR THE DHARAMSI MORARJI CHEMICAL CO. LTD.


D. J. GOKHALE
COMPANY SECRETARY

13	Special Resolution for the continuation of directorship of Shri Haridas Tricumdas Kapadia (DIN: 00125090) after he attained the age of seventy-five years.	Special
14	Special Resolution for the continuation of directorship of Shri Arvind Wasudeo Ketkar (DIN: 02863429) after he attained the age of seventy-five years.	Special

The Company Secretary informed the Members that Mr. Jatin Popat, Proprietor, JSP Associates, Practicing Company Secretary (Membership No. FCS No.4047 C.P.No.6880) had been appointed as Scrutinizers to supervise that the remote e-voting and the voting at the AGM venue was done in a fair and transparent manner.

The Company Secretary informed the Members that the facility of remote e-voting for the Members was made available from Sunday, 23rd September, 2018 (9.00 am IST) till Tuesday, 25th September, 2018 (5.00 pm IST). Further, the Company Secretary also informed that the facility of voting was available at the venue of the meeting for the Members who had earlier not exercised their vote through remote e-voting.

The Chairman then invited the Members to express their views, ask questions and seek clarifications on the operations as well as the financial performance of the Company. The Chairman then responded to the questions asked and clarifications sought by the Members.

Post the Question & Answer session, the Chairman thanked the Members for attending and participating at the meeting. The Chairman concluded by authorizing the Company Secretary to carry out the voting process and declare the results of the consolidated voting. He informed the Members that the consolidated voting results would be made available on the website of the Company viz. www.dmcc.com and the website of CDSL www.cdslindia.com within two days of the passing of the resolutions at the Ninety-Seventh AGM of the Company on 26th September, 2018.

The Scrutinizer's Report was received on Wednesday, 26th September 2018 and, as set out therein all the Resolutions have been passed with the requisite majority.

For The Dharamsi Morarji Chemical Company Limited


Company Secretary

97th Annual General Meeting Voting Results

Date of the AGM	26 th September, 2018
Total number of shareholders on record date	16955
No. of shareholders present in the meeting either in person or through proxy : <ul style="list-style-type: none">• Promoters and Promoter group• Public	16 101
No. of Shareholders attended the meeting through Video Conferencing <ul style="list-style-type: none">• Promoter and Promoter group• Public	No arrangement was made for VC

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D. T. GOKHALE
COMPANY SECRETARY

The Dharamsi Morarji Co. Limited

Resolution Required : (Ordinary)		1 - . To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended 31st March, 2018, together with the Reports of the Board of Directors and the Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?		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 – 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	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	13288650	12622362	94.9860	12622362	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12622362	94.9860	12622362	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	431163	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		51950	0.4630	51947	3	99.9942	0.0058
	Poll	11220120	2701	0.0241	2701	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		54651	0.4871	54648	3	99.9945	0.0055
Total		24939933	12677013	50.8302	12677010	3	100.0000	0.0000

FOR THE DHARAMSI MORARJI CHEMICAL CO. LTD.



D. BOKHALE
COMPANY SECRETARY

The Dharamsi Morarji Co. Limited

Resolution Required : (Ordinary)		2 - To receive, consider and adopt the audited Consolidated financial statements of the Company for the Financial Year ended 31st March, 2018, together with the Report of the Auditors thereon						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		12622362	94.9860	12622362	0	100.0000	0.0000
	Postal Ballot	13288650	0	0.0000	0	0	0.0000	0.0000
	Total		12622362	94.9860	12622362	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	431163	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		51950	0.4630	51947	3	99.9942	0.0058
	Poll	11220120	2701	0.0241	2701	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
Total		24939933	12677013	50.8302	12677010	3	100.0000	0.0000

FOR THE DHARAMSI MORARJI CHEMICAL CO. LTD.


 D. V. KULKARNI
 COMPANY SECRETARY

The Dharamsi Morarji Co. Limited

Resolution Required : (Ordinary)		3 - To declare dividend on Equity Shares @ ` 0.50 per equity share (face value of ` 10/- each) for the financial year ended 31st March 2018						
Whether promoter/ promoter group are interested in the agenda/resolution?		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 - in favour	No. of Votes -Against	% 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	E-Voting	[1]	[2]	[3]	[4]	[5]	[6]	[7]
	Poll	13288650	12622362	94.9860	12622362	0	100.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	Total	12622362	94.9860	12622362	0	0	100.0000	0.0000
Public Institutions	E-Voting	431163	0	0.0000	0	0	0.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	Total	0	0.0000	0	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	11220120	51950	0.4630	51947	3	99.9942	0.0058
	Poll	0	2701	0.0241	2701	0	100.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
Total	54651	0.4871	54648	3	99.9945	0.0055	0.0000	
Total	24939933	12677013	50.8302	12677010	3	100.0000	0.0000	

FOR THE DHARAMSI MORARJI CHEMICAL CO. LTD.


D. D. KULKARNI
 COMPANY SECRETARY

The Dharamsi Morarji Co. Limited

Resolution Required : (Ordinary)		4 - To appoint a Director in place of Shri Laxmikumar Narottam Goculdas (holding DIN 00459347), who retires by rotation, and being eligible offers himself for re-appointment .						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	13288650	12622362	94.9860	12622362	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12622362	94.9860	12622362	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	431163	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		51950	0.4630	51947	3	99.9942	0.0058
	Poll	11220120	2701	0.0241	2701	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		54651	0.4871	54648	3	99.9945	0.0055
Total		249399933	12677013	50.8302	12677010	3	100.0000	0.0000

FOR THE DHARAMSI MORARJI CHEMICAL CO. LTD.


D. T. D. KULKARNI
 COMPANY SECRETARY

The Dharamsi Morarji Co. Limited

Resolution Required : (Ordinary)		5 - To ratify the appointment of Statutory Auditors of the company, holding office from the conclusion of the 96th Annual General Meeting (AGM) of the company till the conclusion of the 101st AGM of the company to be held in 2022 and to fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as on ordinary resolution .						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	13288650	12622362	94.9860	12622362	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12622362	94.9860	12622362	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	431163	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		51950	0.4630	51747	203	99.6092	0.3908
	Poll	11220120	2701	0.0241	2701	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		54651	0.4871	54448	203	99.6286	0.3714
Total	Total	24939933	12677013	50.8302	12676810	203	99.9984	0.0016

FOR THE DHARAMSI MORARJI CHEMICAL CO. LTD.

D. S. BONTALE
COMPANY SECRETARY

The Dharamsi Morarji Co. Limited

Resolution Required : (Ordinary)		6 - Appointment of Shri Mukul Manoharlal Taly as an independent Director .						
Whether promoter/ promoter group are interested in the agenda/resolution?		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 – 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	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		12622362	94.9860	12622362	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13288650	94.9860	12622362	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		431163	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		51950	0.4630	51747	203	99.6092	0.3908
	Poll		2701	0.0241	2701	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11220120	0.4871	54448	203	99.6286	0.3714
Total		24939933	12677013	50.8302	12676810	203	99.9984	0.0016

FOR THE DHARAMSI MORARJI CHEMICAL CO. LTD.


 D. MOHANRAO
 COMPANY SECRETARY

The Dharamsi Morarji Co. Limited

Resolution Required : (Ordinary)		7 - Appointment of Shri Sanjeev Vishwanath Joshi as an Independent Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	13288650	12622362	94.9860	12622362	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12622362	94.9860	12622362	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	431163	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		51950	0.4630	51747	203	99.6092	0.3908
	Poll	11220120	2701	0.0241	2701	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		54651	0.4871	54448	203	99.6286	0.3714
Total		24939933	12677013	50.8302	12676810	203	99.9984	0.0016

FOR THE DHARAMSI MORARJI CHEMICAL CO. LTD.


 D. D. KOTHALE
 COMPANY SECRETARY

The Dharamsi Morarji Co. Limited

Resolution Required : (Ordinary)		8 - Appointment of Shri Bimal Lalitsingh Goculdas as a Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		12622362	94.9860	12622362	0	100.0000	0.0000
	Postal Ballot	13288650	0	0.0000	0	0	0.0000	0.0000
	Total		12622362	94.9860	12622362	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	431163	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		51950	0.4630	51747	203	99.6092	0.3908
	Poll	11220120	2701	0.0241	2701	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
Total		24939933	12677013	50.8302	12676810	203	99.9984	0.0016
			54651	0.4871	54448	203	99.6286	0.3714
			12677013	50.8302	12676810	203	99.9984	0.0016

FOR THE DHARAMSI MORARJI CHEMICAL CO. LTD.

D. S. GOKHALE
COMPANY SECRETARY

The Dharamsi Morarji Co. Limited

Resolution Required : (Ordinary)		9 - Appointment of Shri Bimal Lalitsingh Goculdas as a Managing Director & CEO						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
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 - 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	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		12622362	94.9860	12622362	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12622362	94.9860	12622362	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		431163	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		51950	0.4630	51747	203	99.6092	0.3908
	Poll		2701	0.0241	2701	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
Total		11220120	54651	0.4871	54448	203	99.6286	0.3714
Total		249399933	12677013	50.8302	12676810	203	99.9984	0.0016

FOR THE DHARAMSI MORARJI CHEMICAL CO. LTD.


 P. S. KULKARNI
 COMPANY SECRETARY

The Dharamsi Morarji Co. Limited

Resolution Required : (Ordinary)		10 - Commission to Non-Executive Directors						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		12622362	94.9860	12622362	0	100.0000	0.0000
	Postal Ballot	13288650	0	0.0000	0	0	0.0000	0.0000
	Total		12622362	94.9860	12622362	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	431163	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		51950	0.4630	45197	6753	87.0010	12.9990
	Poll		2701	0.0241	2701	0	100.0000	0.0000
	Postal Ballot	11220120	0	0.0000	0	0	0.0000	0.0000
	Total		54651	0.4871	47898	6753	87.6434	12.3566
Total		24939933	12677013	50.8302	12670260	6753	99.9467	0.0533

FOR THE DHARAMSI MORARJI CHEMICAL CO. LTD.

D. T. MOHAPALE

 COMPANY SECRETARY

The Dharamsi Morarji Co. Limited

Resolution Required : (Ordinary)		11 - Ratification of Cost Auditor's Remuneration						
Whether promoter/ promoter group are interested in the agenda/resolution?		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 – 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	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		12622362	94.9860	12622362	0	100.0000	0.0000
	Postal Ballot	13288650	0	0.0000	0	0	0.0000	0.0000
	Total		12622362	94.9860	12622362	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	431163	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		51950	0.4630	51747	203	99.6092	0.3908
	Poll		2701	0.0241	2701	0	100.0000	0.0000
	Postal Ballot	11220120	0	0.0000	0	0	0.0000	0.0000
	Total		54651	0.4871	54448	203	99.6286	0.3714
Total		24939933	12677013	50.8302	12676810	203	99.9984	0.0016

FOR THE DHARAMSI MORARJI CHEMICAL CO. LTD.


D. GOKHALE
 COMPANY SECRETARY

The Dharamsi Morarji Co. Limited

12 - To consider and, if thought fit, to pass the Special Resolution for continuation of directorship of Shri Laxmikumar Narottam Goculdas (DIN:00459347) after his attaining the age of seventy five years on 16/09/2018

Yes

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares [3] = $\frac{[2]}{[1]} * 100$	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled [6] = $\frac{[4]}{[2]} * 100$	% of Votes against on votes polled [7] = $\frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		12622362	94.9860	12622362	0	100.0000	0.0000
	Postal Ballot	13288650	0	0.0000	0	0	0.0000	0.0000
	Total		12622362	94.9860	12622362	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	431163	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		51950	0.4630	51747	203	99.6092	0.3908
	Poll		2701	0.0241	2701	0	100.0000	0.0000
	Postal Ballot	11220120	0	0.0000	0	0	0.0000	0.0000
	Total		54651	0.4871	54448	203	99.6286	0.3714
Total		24939933	12677013	50.8302	12676810	203	99.9984	0.0016

FOR THE DHARAMSI MORARJI CHEMICAL CO. LTD.


 D. BHASKAR HALE
 COMPANY SECRETARY

The Dharamsi Morarji Co. Limited

13 - To consider and, if thought fit, to pass the Special Resolution for the continuation of directorship of Shri Haridas Tricumdass Kapadia (DIN: 00125090) after he attained the age of seventy-five years.

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

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 - in favour	No. of Votes -Against	% 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	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		12622362	94.9860	12622362	0	100.0000	0.0000
	Postal Ballot	13288650	0	0.0000	0	0	0.0000	0.0000
	Total		12622362	94.9860	12622362	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	431163	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		51950	0.4630	51747	203	99.6092	0.3908
	Poll		2701	0.0241	2701	0	100.0000	0.0000
	Postal Ballot	11220120	0	0.0000	0	0	0.0000	0.0000
	Total		54651	0.4871	54448	203	99.6286	0.3714
Total		24939933	12677013	50.8302	12676810	203	99.9984	0.0016

FOR THE DHARAMSI MORARJI CHEMICAL CO. LTD.

 P. DHARMALE
 COMPANY SECRETARY

The Dharamsi Morarji Co. Limited

14 - To consider and, if thought fit, to pass the Special Resolution for the continuation of directorship of Shri Arvind Wasudeo Ketkar (DIN 02863429) after he attained the age of Seventy five Years.

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

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 – 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	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		12622362	94.9860	12622362	0	100.0000	0.0000
	Postal Ballot	13288650	0	0.0000	0	0	0.0000	0.0000
	Total		12622362	94.9860	12622362	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	431163	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		51950	0.4630	51747	203	99.6092	0.3908
	Poll		2701	0.0241	2701	0	100.0000	0.0000
	Postal Ballot	11220120	0	0.0000	0	0	0.0000	0.0000
	Total		54651	0.4871	54448	203	99.6286	0.3714
Total		24939933	12677013	50.8302	12676810	203	99.9984	0.0016

FOR THE DHARAMSI MORARJI CHEMICAL CO. LTD.


D. P. BORKHALE
 COMPANY SECRETARY

26th September, 2018

Combined Scrutinizer's Report on Remote voting and Physical voting conducted at the 97th Annual General Meeting (AGM) of The Dharamsi Morarji Chemicals Company Limited ("the Company") held on Wednesday, 26th September, 2018 at 11:30 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 August 10, 2018.

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.
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 Wednesday, September 26, 2018.
4. The Service Provider had set up electronic voting facility on their website, <https://www.evotingindia.com>. The Company had uploaded the Notice dated August 10, 2018 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 **September 17, 2018**.
6. The remote e-voting facility was kept open from **Sunday, September 23, 2018 at 9:00 am (IST) to Tuesday, September 25, 2018 at 5:00 pm (IST)**.
7. At the end of the voting period on September, 25, 2018 at 5.00 pm (IST) the e-voting platform of the Service Provider was blocked forthwith.
8. At the venue of the 97th AGM of the Company held on September 26, 2018, 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:

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 cast their votes	26	42	68
Total number of Shares held by them	51950	12625063	12677013
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 for the Financial Year ended 31st March, 2018, 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	
Remote E-voting	51947	99.994	3	0.006	0
Physical Voting	12625063	100.000	0	0	0
TOTAL	12677010	99.999	3	0.000	0

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

To receive, consider and adopt the audited consolidated financial statements of the Company for the Financial Year ended 31st March, 2018, together with the Report of the Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	
Remote E-voting	51947	99.994	3	0.006	0
Physical Voting	12625063	100.000	0	0	0
TOTAL	12677010	99.999	3	0.000	0

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

To declare dividend on Equity Shares @ Rs.0.50 per equity share (face value of Rs.10/- each) for the financial year ended 31st March, 2018.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	
Remote E-voting	51947	99.994	3	0.006	0
Physical Voting	12625063	100	0	0	0
TOTAL	12677010	99.999	3	0.000	0

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

To appoint a Director in place of Shri Laxmikumar Narottam Goculdas (holding DIN 00459347), who retires by rotation, and being eligible, offers himself for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	
Remote E-voting	51947	99.994	3	0.006	0
Physical Voting	12625063	100.000	0	0	0
TOTAL	12677010	99.999	3	0.000	0

V) Item No. 5 of the Notice (As an Ordinary Resolution):

To ratify the appointment of Statutory Auditors of the company, holding office from the conclusion of the 96th Annual General Meeting (AGM) of the company till the conclusion of the 101st AGM of the company to be held in 2022 and to fix their remuneration

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid vote
	Nos.	%age	Nos.	%age	
Remote E-voting	51747	99.609	203	0.391	0
Physical Voting	12625063	100.000	0	0	0
TOTAL	12676810	99.998	203	0.002	0

SPECIAL BUSINESS:

VI) Item No. 6 of the Notice (As an Ordinary Resolution):

Appointment of Shri Mukul Manoharlal Taly as an Independent Director.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	51747	99.609	203	0.391	0
Physical Voting	12625063	100.000	0	0	0
TOTAL	12676810	99.998	203	0.002	0

VII) Item No. 7 of the Notice (As an Ordinary Resolution):

Appointment of Shri Sanjeev Vishwanath Joshi as an Independent Director

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	51747	99.609	203	0.391	0
Physical Voting	12625063	100.000	0	0	0
TOTAL	12676810	99.998	203	0.002	0

VIII) Item No. 8 of the Notice (As an Ordinary Resolution):

Appointment of Shri Bimal Lalitsingh Goculdas as a Director

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	51747	99.609	203	0.391	0
Physical Voting	12625063	100.000	0	0	0
TOTAL	12676810	99.998	203	0.002	0

IX) Item No. 9 of the Notice (As an Ordinary Resolution):

Appointment of Shri Bimal Lalitsingh Goculdas as Managing Director, & CEO

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Remote E-voting	51747	99.609	203	0.391	0
Physical Voting	12625063	100.000	0	0	0
TOTAL	12676810	99.998	203	0.002	0

X) Item No. 10 of the Notice (As an Ordinary Resolution):

Commission to Non-Executive Directors.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Remote E-voting	45197	87.001	6753	12.999	0
Physical Voting	12625063	100.000	0	0	0
TOTAL	12670260	99.947	6753	0.053	0

XI) Item No. 11 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.
	Nos.	%age	Nos.	%age	
Remote E-voting	51747	99.609	203	0.391	0
Physical Voting	12625063	100.00	0	0	0
TOTAL	12676810	99.998	203	0.002	0

XII) Item No. 12 of the Notice (As a Special Resolution):

Continuation of directorship of Shri Laxmikumar Narottam Goculdas (DIN: 00459347) after his attaining the age of seventy-five years on 16/09/2018.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	51747	99.609	203	0.391	0
Physical Voting	12625063	100.000	0	0	0
TOTAL	12676810	99.998	203	0.002	0

XIII) Item No. 13 of the Notice (As a Special Resolution):

Continuation of directorship of Shri Haridas Tricumdas Kapadia (DIN: 00125090) after he attained the age of seventy-five years.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	51747	99.609	203	0.391	0
Physical Voting	12625063	100.000	0	0	0
TOTAL	12676810	99.998	203	0.002	0

XIV) Item No. 14 of the Notice (As a Special Resolution):

Continuation of directorship of Shri Arvind Wasudeo Ketkar (DIN: 02863429) after he attained the age of seventy-five years.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	51747	99.998	203	0.391	0
Physical Voting	12625063	100.000	0	0	0
TOTAL	12676810	99.998	203	0.002	0

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 Chairperson considers, approves and signs the minutes of the AGM and the same shall be handed over to the Chairperson / Company Secretary for safe keeping.

Thanking you,

Yours faithfully,
For JSP Associates

Countersigned by:
For The Dharamsi Morarji Chemical Company Ltd

Jatin S. Papat

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



L. N. Goculdas

L. N. Goculdas, Chairman

Witnesses:

1. Shivakumar P. S.:

Shivakumar P. S.

2. Hemang Dhakan:

H. B. Dhakan

Place: Mumbai

Date: 26th September, 2018