



# THE DHARAMSI MORARJI CHEMICAL CO. LTD.

CIN NUMBER : L24110MH1919PLC000564



Sec.25/2016/523  
29<sup>th</sup> November, 2016

The General Manager  
Listing Operation, BSE Limited,  
P. J. Towers, Dalal Street,  
Mumbai 400 001.

Dear Sir,

Sub: Passing of Resolution through Postal Ballot

Ref : Issue of equity shares to the Promoters on a preferential Basis

We are pleased to enclose herewith report of the Scrutinizer, Ms Shailashri Bhaskar (FCS:5778; CP:5092) for the Postal Ballot results of the above resolution passed by the Shareholders with requisite majority.

Thanking you,

Yours faithfully,  
for **The Dharamsi Morarji Chemical Co. Ltd.,**

  
D. T. Gokhale  
Company Secretary

encl : a/a

**SHAILASHRI BHASKAR**  
B.Com, M B A, F C S.  
Practising Company Secretary  
(FCS:5778; CP:5092)

D-24, Ajanta Anushakthi Nagar,  
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### COMBINED SCRUTINIZER'S REPORT

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended.)

To,

The Chairman  
The Dharamsi Morarji Chemical Co. Ltd  
Prospect Chambers  
317/321, D N Road, Fort  
Mumbai - 400 001

Dear Sir,

#### **Sub: Passing of Resolution thorough Postal Ballot**

Pursuant to the resolution passed by the Board of Directors of Dharamsi Morarji Chemical Co Limited (hereinafter referred to as "the Company") on October 27, 2016, I have been appointed as a Scrutinizer to scrutinize the process of e-voting for postal ballot and to receive, process and scrutinize the postal ballot forms in respect of the Resolutions as circulated in the Postal Ballot Notice dated October 27, 2016 containing the resolutions together with explanatory statement (hereinafter referred to as "the Notice")

The Company has made arrangements with the system provider Central Depository Services Limited (hereinafter referred to as "CDSL") and Link Intime India Private Limited who is the Registrar and Transfer Agents (RTA) of the Company for providing a system of recording votes of the shareholders cast electronically through e-voting and also to set up the e-voting facility for the shareholders on CDSL's e-voting platform. The Company has also uploaded the Notice on its website [www.dmcc.com](http://www.dmcc.com). CDSL has generated electronic voting event number for the votes which are to be cast through e-voting mode. All necessary formalities in compliance with the requirements specified by the Companies Act, 2013 and rules framed there under have been complied with by the service provider CDSL as directed by Company. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Notice sent to all the shareholders by Courier.

I have issued this combined scrutinizer's report in respect of e-voting for Postal ballot along with votes cast through Postal Ballot Forms. The result of e-voting along with Postal Ballot Forms is annexed with report as an Annexure.



I SUBMIT MY REPORT AS UNDER:

1. As confirmed by the Company, the Company has completed the dispatch of Notice on 27<sup>th</sup> October, 2016, to the members whose name(s) appeared on the Register of Members as on cut-off date i.e. October 21, 2016.
2. The Company has issued a Public Advertisement for Notice to the Members of the Company in two newspapers namely "The Free Express", an English Newspaper having Nationwide Circulation in English language and "Navshakti", locally circulating Marathi Newspaper in Marathi language being the principal vernacular language of Mumbai, Maharashtra on October 28, 2016
3. As per the record provided to me by the Company as on Cut-off date there were total 14,649 Shareholders of the Company, out of which the Company has sent 3770 notices by email. Notice has been sent by courier to all 14,649 shareholders on October 27, 2016.
4. The Company has offered E-voting facility to all the Equity Shareholders who are the Shareholders as on the cut-off date i.e. October 21, 2016.
5. The E-voting for Postal Ballot and voting through Postal Ballot Forms commenced from October 30, 2016 at 9.00 a.m. and ended on November 28, 2016 at 5.00 p.m.
6. The Votes cast through E-voting were unblocked on November 28, 2016 in the presence of 2 witnesses, Mr Dilip S Nagle and Mr.S Y Desai who are not in the employment of the Company.
7. There are 10 (Ten Equity) Shareholders holding 3,11,411 Equity Shares of the Company, who have participated in the E-voting process carried out by the Company.
8. There are 111 ( One Hundred and Eleven) Equity Shareholders holding 1,05,17,731 Equity Shares of the Company, who have participated in voting though Postal Ballot Forms.
9. Thereafter considering e-voting for Postal Ballot and voting through Postal Ballot Forms, the combined result of the voting is annexed. The detail containing inter alia, list of equity shareholders, who voted "for", "against", on the resolution that was put to vote, and whose votes were invalid or who abstained from voting, were generated from the e-voting website of CDSL i.e. <https://evotingindia.com> and is based on such report generated.

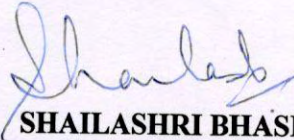
The Special Resolution for Item 1 as mentioned in the Notice stands passed, under E-voting for postal Ballot and voting through Postal Ballot Forms, with the requisite majority. I hereby confirm that I am maintaining register and record which is required by the Rule 22(10) of the Companies (Management and Administration) Rules , 2014 received from the service provider, in respect of the vote cast through e-voting and Postal Ballot Forms by the Equity Shareholders of the Company.



I hereby also declare that along with this I have handed over to Mr. D T Gokhale, Company Secretary of the Company the list of Equity Shareholders who voted "For", "Against" and those whose votes were declared invalid for each resolution. According to my observation, the process of E-voting for postal Ballot and voting through Postal Ballot Form was conducted in a fair and transparent manner.

Thanking You,

Yours faithfully,

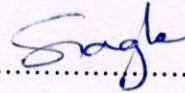


**SHAILASHRI BHASKAR**  
**COMPANY SECRETARY**  
**MEMBERSHIP NO: F5778**  
**CP NO: 5092**

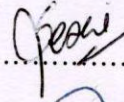


Place: Mumbai  
Date: 29.11.2016

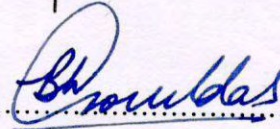
Witness 1:

  
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Witness 2:

  
.....

Signature of Chairman / CEO :

  
.....

29.11.16

**SHAILASHRI BHASKAR**  
B.Com, M B A, F C S.  
Practising Company Secretary  
(FCS:5778; CP:5092)

D-24, Ajanta Anushakthi Nagar,  
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**CONSOLIDATED RESULT**

**ITEM No: 1 SPECIAL RESOLUTION**

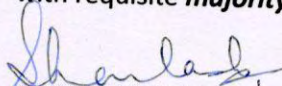
Issue of Equity Shares to the Promoters on a preferential Basis

Particulars	Number of Votes Cast In			Percentage
	E-vote	Postal Ballot Forms	Total	
Assent	311011	10513708	10824719	99.982%
Dissent	400	1515	1915	0.018%
Abstain	0	0	0	0.00%
Total	311411	10515223	10826634	100.00%

Note : 2508 votes were invalid votes

Accordingly, out of a total of 10826634 valid votes cast via e-Voting and physical ballot forms, 10824719 votes were cast ASSENTING to the Special Resolution constituting 99.982% of the votes polled; 1915 votes were cast DISSENTING to the Special Resolution constituting 0.018% of the votes polled and no shareholder abstained from voting on the Resolution.

Thus, the Special Resolution as contained in Item No. 1 of the Notice dated October 27, 2016, is passed with requisite **majority**.

  
**SHAILASHRI BHASKAR**  
**SCRUTINIZER**

Date : November 29, 2016

