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February 11, 2020

BSE Limited  
New Trading Ring,  
Rotunda Building,  
P J Towers, Dalal Street, Fort  
Mumbai-400001  
Scrip Code: 542216

National Stock Exchange of India Limited  
"Exchange Plaza", Plot No. C-1, Block G  
Bandra – Kurla Complex, Bandra (East),  
Mumbai – 400 051  
Symbol: DALBHARAT

**Subject – Declaration of Result of the Postal Ballot as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

Dear Sir/Madam,

In continuation to our Letter dated January 09, 2020, the Company had issued Postal Ballot Notice dated January 02, 2020 pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for seeking the approval of the Members of the Company, by way of Ordinary Resolution in respect of the following special business item as set out in the aforesaid Postal Ballot Notice:

Item No	Brief Particulars of the Resolution
1.	To approve the transaction for professional services between Dr. Niddodi Subrao Rajan, Director of the Company and Dalmia Cement (Bharat) Limited, ("DCBL"), a subsidiary of the Company for a period of three financial years, effective January 1, 2020 till March 31, 2022.

Mr. R. Venkatasubramanian, Practicing Company Secretary, who was appointed as the Scrutinizer for the aforesaid Postal Ballot process, has submitted his report dated February 11, 2020.

Pursuant to Regulation 44(3) of the SEBI Listing Regulations, the details of voting results in the prescribed format along with scrutinizer report is enclosed herewith for

your information and records. The same is also uploaded on the Company's website at [www.dalmiabharat.com](http://www.dalmiabharat.com).

Thanking you.

**For Dalmia Bharat Limited  
(Formerly known as Odisha Cement Limited)**



**Dr. Sanjeev Gemawat  
Executive Director Legal &  
Group Company Secretary**



Enclosures: As above.

### Voting Result

<b>Date of Postal Ballot</b>	January 02, 2020
<b>Total Number of shareholders on Record Date</b>	41059
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>  1. Promoters and promoter Group: 2. Public:	  NA NA
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>  1. Promoters and promoter Group: 2. Public:	  NA NA



1. Details of the voting result as per Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of Ordinary Resolution seeking approval of shareholders pursuant to section 188 and other applicable provisions of the Companies Act, 2013 for entering an agreement for professional services between Dr. Niddodi Subrao Rajan, Director of the Company and Dalmia Cement (Bharat) Limited, ("DCBL"), a subsidiary of the Company for a period of three financial years, effective January 1, 2020 till March 31, 2022.

Resolution required: (Ordinary/Special)		Ordinary									
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 - Favour (4)	No. of Votes - Against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100			
Promoter and promoter Group	E-Voting		101507868	96.9461	82436610	19071258	81.2120	18.7880			
	Poll		-	-	-	-	-	-			
	Postal Ballot (if applicable)	104705448	-	-	-	-	-	-			
Public- Institutions	Total (A)		101507868	96.9461	82436610	19071258	81.2120	18.7880			
	E-Voting		23243890	61.9941	7684647	15559243	33.0609	66.9391			
	Poll		-	-	-	-	-	-			
Public- Non Institutions	Postal Ballot (if applicable)	37493690	-	-	-	-	-	-			
	Total (B)		23243890	61.9941	7684647	15559243	33.0609	66.9391			
	E-Voting		2220740	4.3750	2220000	740	99.9667	0.0333			
Total	Poll		-	-	-	-	-	-			
	Postal Ballot (if applicable)	50759415	70057	0.1380	63872	6185	91.1715	8.8285			
	Total (C)		2290797	4.5130	2283872	6925	99.6977	0.3023			
	(A+B+C)		127042555	65.8393	92405129	34637426	72.7356	27.2644			

Note -

Excludes Invalid Votes - 0 shares in e voting and 2832 shares in physical;  
 Abstained Votes - 1204081 shares in e voting and 0 shares in physical; and  
 Less/Partially voted 16266 shares in e voting and 0 shares in physical.



**CS R. Venkatasubramanian,**  
M.Sc., Dip.in C.R., MIIA., ADMA., ACS.  
PRACTISING COMPANY SECRETARY

No.76, Angarai Agraharam,  
Angarai Post, Laigudi Taluk,  
Pin : 621 703, Trichy Dt.,  
Off : Ph : 0431 - 2541318.  
Mobile : 94431 - 31818.  
e.mail : rvs.pcs@gmail.com.

### SCRUTINIZER(S) REPORT

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules, 2014)

To  
The Board of Directors,  
Dalmia Bharat Limited,  
(Formerly known as Odisha Cement Limited),  
Dalmiapuram, District Tiruchirapalli,  
Tamil Nadu - 621 651.

Dear Sir(s),

1. I have been appointed as scrutinizer vide Board Resolution passed on January 2, 2020 through circulation for conducting the Postal Ballot process.
2. I submit our report as under:
  - 2.1. The company has completed on January 09, 2020 the dispatch of notice of Postal Ballot dated January 2, 2020 along with Postal Ballot forms and self addressed business reply envelopes to the members, whose names appeared on the registered of members / records of depositories as on January 3, 2020.
  - 2.2. The Company has availed the services of KFin Technologies Private Limited, Hyderabad (KFIN) to provide e-voting facilities to the members of the Company.
  - 2.3. The e-voting commenced from January 11, 2020 at 9:00 a.m. and ended on February 09, 2020 at 5:00 p.m.
  - 2.4. Particulars of all the Postal Ballot forms received from the shareholders have been entered in a register separately mentioned for this purpose.
  - 2.5. I have been informed that the sealed Postal Ballot forms received from the shareholders were kept under the safe custody of the Company's RTA (KFin Technologies Private Limited).



- 2.6. I have been informed by KFin Technologies Private Limited that
- All Postal Ballot forms received upto the date closing of working hours (5.00p.m.) on February 9, 2020 were alone considered for my scrutiny.
  - Envelopes containing Postal Ballot forms received after 5.00 p.m. on February 9, 2020 were not opened.
  - Envelopes containing Postal Ballot forms which were returned undelivered were also not considered.
  - There are no defaced / mutilated Postal Ballot forms.
- 2.7. I have also received a completed record of votes cast by electronic mode from KFin Technologies Private Limited, Hyderabad(KFIN), the agency for providing the e-voting platform for voting through electronics by the members of the Company and my report is based on the data furnished by them.
- 2.8. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through Postal ballot and electronic means on the resolution contained in the Notice of Postal Ballot. My responsibility as a scrutinizer for Postal Ballot is restricted to ensure that voting process is conducted in a fair and transparent manner and make a scrutinizer report of votes cast "in favour" or "against" the resolution, based on the reports generated from the Postal ballot received in physical form, from the shareholders and votes cast electronically on e-voting system provided by KFIN, (RTA) the authorized agency which has provided e-voting platform.

3. ORDINARY RESOLUTION :

Ordinary Resolution seeking approval of shareholders pursuant to sections 188 and other applicable provisions of the Companies Act, 2013 for entering an agreement for professional services between Dr. Niddodi Subrao Rajan, Director of the Company and Dalmia Cement (Bharat) Limited, ("DCBL"), a subsidiary of the Company for a period of three financial years, effective January 1, 2020 till March 31, 2022.



In accordance with the basis of acceptance (Annexure-2) and basis of rejection (Annexure-3) and on proper scrutiny of all the Ballot forms, I report the result of Postal Ballot as under:

Details of Postal Ballot & E-Voting (Consolidated)

Particulars	No. of Postal Ballot Forms	No. of shares	% of total votes polled
a) Total physical Postal Ballot Forms / E-voting options received	301	128265734	
b) Less: Invalid Postal Ballot Forms / E-voting options	12	1223179*	
c) Net valid Postal Ballot Forms / E-voting options received	289	127042555	100
d) Votes in favour of the Resolution	148	92405129	72.74
e) Votes against the Resolution	141	34637426	27.26

\*Excludes Invalid Votes - 0 shares in e voting and 2832 shares in physical;  
Abstained Votes - 1204081 shares in e voting and 0 shares in physical; and  
Less / partially voted - 16266 shares in e voting and 0 shares in physical.  
The detailed report is enclosed as Annexure - 1.


4. I have handed over the postal ballot forms and other related papers / registers and records for safe custody to the Company Secretary authorized by the Board to supervise the postal ballot process.

5. RECOMMENDATION:

The only one resolution specified in the Notice of Postal Ballot has been passed with requisite majority. You may accordingly declare the result of voting by Ballot.

Place: Angarai  
Date: February 11, 2020



  
R.VENKATASUBRAMANIAN  
PRACTISING COMPANY SECRETARY  
ACS 3673; CP 3893



ANNEXURE - 1

Date of Postal Ballot	January 02, 2020
Total Number of shareholders on Record Date	41059
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and promoter Group:	NA
Public:	NA





1. Details of the voting result as per Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of Ordinary Resolution seeking approval of shareholders pursuant to section 188 and other applicable provisions of the Companies Act, 2013 for entering an agreement for professional services between Dr. Niddadi Subrao Rajan, Director of the Company and Dalmia Cement (Bharat) Limited, ("DCBL"), a subsidiary of the Company for a period of three financial years, effective from January 1, 2020 till March 31, 2022.

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Whether promoter/ promoter group are interested in the agenda/resolution?		No									
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Promoter and promoter Group	E-Voting		101507868	96.9461	82436610	19071258	81.2120	18.7880			
	Poll		-	-	-	-	-	-			
	Postal Ballot (if applicable)	104705448	-	-	-	-	-	-			
	Total (A)										
Public- Institutions	E-Voting		101507868	96.9461	82436610	19071258	81.2120	18.7880			
	Poll		23243890	61.9941	7684647	15559243	33.0609	66.9391			
	Postal Ballot (if applicable)	37493690	-	-	-	-	-	-			
	Total (B)										
Public- Non Institutions	E-Voting		23243890	61.9941	7684647	15559243	33.0609	66.9391			
	Poll		2220740	4.3750	2220000	740	99.9667	0.0333			
	Postal Ballot (if applicable)	50759415	70057	0.1380	63872	6185	91.1715	8.8285			
	Total (C)										
Total	(A+B+C)		192958553	65.8393	92405129	34637426	72.7356	27.2644			

Note - Excludes Invalid Votes - 0 shares in e voting and 2832 shares in physical;  
 Abstained Votes - 1204081 shares in e voting and 0 shares in physical; and  
 Less / partially voted 16266 shares in e voting and 0 shares in physical.



ANNEXURE - 2


**BASIS OF ACCEPTANCE**

**A. Physical Ballot Form:**

1. Assent or dissent given by putting the tick mark in the column provided for that purpose has been considered only.
2. In case of Joint shareholder(s) form completed and signed by first named member and in his absence by next named member has been considered.
3. Shareholder has assented or dissented without mentioning of number of shares, the entire shareholding has been considered.
4. Shareholder has assented or dissented for less number of shares than his/her actual shareholding, the number of shares indicated has been considered.
5. Shareholder has assented or dissented for more than his / her actual shareholding, the actual shareholding has been considered.

Place: Angarai  
Date: February 11, 2020



  
R.VENKATASUBRAMANIAN  
PRACTISING COMPANY SECRETARY  
ACS 3673; CP 3893



**CS R. Venkatasubramanian,**  
M.Sc., Dip in O.R., MIIA., ACMA., ACS.  
PRACTISING COMPANY SECRETARY

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ANNEXURE -3

BASIS OF REJECTION

A. Physical Ballot Form:

1. If Ballot Paper is unsigned.
2. If member's signature does not tally with the specimen signature registered with the company or Depository.
3. If members have marked all his shares both in favour and against the resolution.
4. If Ballot Paper is filled or signed in pencil.
5. If Ballot Paper is received torn, defaced, mutilated to an extent that it is difficult for scrutinizer to identify either the member or number of votes or whether votes are in favour or against or signature or one or more of the above grounds.
6. If Ballot Forms are received after the close of working hours i.e. 5:00 p.m. on February 9, 2020.
7. Photocopy of Ballot Form is not considered.
8. In case the members are companies, trustees, societies etc., Ballot Form received without Power of Attorney and Board Resolution / Authority together with attested specimen signatures of the duly authorized signatory (ies) have not been considered.

Place: Angarai  
Date: February 11, 2020



  
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