

HELD AT ON TIME

MINUTES OF THE PROCEEDINGS OF THE 98TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE DHARAMSI MORARJI CHEMICAL COMPANY LIMITED HELD AT THE INDIAN MERCHANTS' CHAMBER CONFERENCE HALL (WALCHAND HIRACHAND HALL), IMC MARG, CHURCHGATE, MUMBAI 400 020, ON FRIDAY, THE 20TH DAY OF SEPTEMBER, 2019 AT 11.30 A.M.

The 98th Annual General Meeting of the members of The Dharamsi Morarji Chemical Company Limited was held at the Indian Merchant's Chamber, Conference Hall (Walchand Hirachand Hall), IMC Marg, Churchgate, Mumbai 400 020 on Friday, the 20th day of September, 2019 at 11.30 a.m..

The following Directors/Executives were present :

Shri Laxmikumar Narottam Goculdas) Chairman
Ms. Mitika Laxmikumar Goculdas) Vice Chairperson
Shri H. T. Kapadia) Chairman of the Audit Committee
Shri M. T. Ankleshwaria)
Shri A. W. Ketkar) Directors
Shri Mukul M. Taly)
Shri Sanjeev V. Joshi)
Shri Bimal Lalitsingh Goculdas) Managing Director, & Chief Executive Officer
Shri Chirag Jaswant Shah) Chief Finance Officer
Shri Satish Kumar Jain) Secretarial Auditor
Shri Rahul Gautam Divan) Partner Rahul Gautam Divan & Associates

Shri D. T. Gokhale, Sr. Executive Vice President & Company Secretary.

127 members attended the meeting (inclusive of 0 proxies in person and 5 authorised representatives appointed under section 113 of the Companies Act, 2013).

Shri Laxmikumar Narottam Goculdas, Chairman of the Board of Directors, pursuant to Article 93 of the Company's Articles of Association, took the Chair. He announced that the required quorum was present and called the meeting to order. He then welcomed the members to the Annual General Meeting.

All the Directors were present.

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The proceedings of the Meeting commenced at 11.30 a.m.

The Chairman declared that the meeting was open for business as stated in the Notice of the 98th Annual General Meeting sent to all the members.

The Chairman informed the shareholders that the following Registers/Documents/Papers were laid on the table, for the viewing of the members entitled to attend the meeting and would continue to be so available during the continuance of the meeting:

1. The Directors' Report, Audited Statements of Account and Auditors' Report.
2. Proxy Register.
3. Register of Directors' Shareholdings.

The Chairman, thereafter, briefly explained the purpose of each resolution included in the Notice of the Annual General Meeting.

The Chairman stated that, the E-Voting facility was given to all shareholders to vote for all resolutions for the Annual General Meeting. The E-Voting had commenced on Tuesday, 17th September, 2019 (9.00 am IST) and was completed on Thursday, 19th September, 2019 (5.00 p.m. IST). Since the Company had provided e-voting facilities, it was obligatory to provide similar voting facilities, to members present in person or through their proxies at the Annual General Meeting to vote in proportion to the shares held for all the resolutions set out in the notice convening the 98th Annual General Meeting. Accordingly the poll papers were given at the entrance and all the members must have received the same. He informed the members present that after their queries are answered and all the resolutions are proposed and seconded, the poll process would commence.

The Chairman also informed that, Shri Satish Kumar Jain, Proprietor, SKJ and Associates, Practising Company Secretaries (Membership No. FCS No. 6398 C.P. No. 6632) was appointed as the Scrutinizer for e-voting and the complete poll process. At this stage the Chairman had requested, Shri Satish Kumar Jain, Proprietor, SKJ and Associates, Practising Company Secretary to show the empty box to the shareholders present, which he did and requested all the shareholders to drop their duly completed and signed ballot forms in the said box which was placed near the entrance after the resolutions were proposed and seconded.

He further stated that, the results for the e-voting alongwith the poll results would be published on the website of the Company and a copy of the same would be forwarded to BSE Limited, Mumbai.



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The Chairman further informed the members that the poll papers were given at the counter by the representative of the Registrar and Share transfer agent.

The Chairman proposed that since the shareholders had already received the Notice for the meeting along with the Annual Report and the Auditors' both Standalone and Consolidated report for the Financial Year ended 31st March, 2019, it may be taken as read. With the unanimous consent of the members present, the Notice of the Annual General Meeting and the Auditors' report for the Financial Year ended 31st March, 2019 were taken as read.

The Chairman then requested Shri Bimal Lalitsingh Goculdas, Managing Director, & CEO of the company to give presentation on the company's performance. Shri Bimal Lalitsingh Goculdas, Managing Director, & CEO of the company gave a powerpoint presentation on the above.

The Chairman then stated that the Copies of the Chairman's Speech have been distributed to the Members present. Thereafter the Chairman delivered his speech covering briefly inputs on the Historical Review, Economic scenario, Overview of Operations, Environment Health and Safety (EHS), Corporate Social Responsibility (CSR) and Export Awards and Acknowledgements of gratitude towards the Company's Shareholders, customers, suppliers, contractors, various departments of Central and State Governments and Banks for their continued valuable support to the Company and moved the following Resolution as an Ordinary Resolution:

1. **ADOPTION OF AUDITED FINANCIAL STATEMENTS :**

With the unanimous consent of the Members present, the Directors' Report for the financial year ended 31st March, 2019, the Auditor's Report for standalone financial statements for the financial year ended 31st March, 2019, the Standalone Balance Sheet as at 31st March, 2019, the Statement of standalone Profit and Loss for the financial year ended 31st March, 2019 and the standalone Cash Flow Statements for the financial year ended 31st March, 2019, all were taken as read and noted.

Thereafter the Chairman proposed the following Resolution as an Ordinary Resolution and the same was seconded by Ms. Nalini Yeshwant Phadnis.

"RESOLVED THAT the Report of the Board of Directors and the Audited Statements of Accounts for the financial year ended 31st March, 2019 and the Report of Auditors for the financial year ended 31st March, 2019, all standalone, be and are hereby received, considered and adopted."

2. **ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS :**

Thereafter the Chairman proposed the following Resolution as an Ordinary Resolution for the Consolidated Auditor's Report for the financial year ended 31st March, 2019, the Consolidated Balance Sheet as at 31st March, 2019, the Consolidated Statement of Profit and Loss for the financial



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year ended 31st March, 2019 and the Consolidated Cash Flow Statements for the financial year ended 31st March, 2019, all were taken as read and noted.

Thereafter, the Chairman proposed the following resolution as an Ordinary resolution and the same was seconded by Mr. Manoj J. Bagadia.

"RESOLVED THAT the Audited Statements of Accounts for the financial year ended 31st March, 2019 and the Report of Auditors for the financial year ended 31st March, 2019, all Consolidated, be and are hereby received, considered and adopted."

Thereafter the Chairman invited questions or clarifications, if any, from the members on the said Accounts and the Directors' Report.

The members asked questions and sought information in connection with the following:-

1. Tax rates of the Company
2. Details of Repairs and Maintenance expenses
3. Revenue contribution of Sulphuric Acid
4. New products likely to be launched by the Company
5. Details of contingent liabilities
6. Dahej Land value
7. Details of Export incentive
8. Details of Boron sales
9. Future profitability
10. Future of the Speciality products
11. Future plan of business of the Company

The Chairman and the Managing Director & Chief Executive Officer of the Company replied to the above questions satisfactorily by giving the necessary information/clarifications.

3. **INTERIM DIVIDEND ON EQUITY SHARES AND SPECIAL CENTENARY YEAR (1919-2019) DIVIDEND**

The Chairman further proposed the following Resolution as an Ordinary Resolution and the same was seconded by Mr. Beruz Feramroz Pouredehi.

"RESOLVED THAT the Interim dividend of Rs. 0.50 per equity share (face value of Rs.10/- each) declared on 7th December, 2018 and already paid to shareholders on 3rd January, 2019, be considered as final dividend for the financial year ended 31st March, 2019 be and is hereby approved and the 'Special Centenary Year (1919 to 2019)' dividend of Rs. 1.00 per equity share (face value of Rs. 10/- each as recommended by the Board of Directors of the Company at its meeting held on 28th May, 2019, be and is hereby approved and declared for the Financial Year ended 31st March, 2019."

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At this point, the Chairman announced that he was temporarily vacating the chair as the next item concerned with the appointment of Ms Mitika Laxmikumar Goculdas.

Shri H.T. Kapadia took the Chair by common consent as the Chairman of the meeting and moved the following resolution as an Ordinary resolution:

4. **REAPPOINTMENT OF Ms MITIKA LAXMIKUMAR GOCULDAS AS A DIRECTOR OF THE COMPANY.**

The Chairman further proposed the following Resolution as an Ordinary Resolution and the same was seconded by Mr. Chawla Manohar Bhagwandas.

"RESOLVED THAT Ms Mitika Laxmikumar Goculdas, Director (holding DIN: 02879174), who retires from office by rotation under Article 135 of the Articles of Association of the Company, and being eligible offers herself for reappointment, be and is hereby re-appointed as a Director of the Company."

At this point, Shri H.T. Kapadia vacated the chair as the Chairman of the meeting by common consent and Shri Laxmikumar Narottam Goculdas resumed as the Chairman of the meeting.

5. **RATIFICATION OF APPOINTMENT & REMUNERATION OF MESSRS. RAHUL GAUTAM DIVAN & ASSOCIATES, AS STATUTORY AUDITORS.**

Mr. Navanilal Shah proposed the following Resolution as an Ordinary Resolution and the same was seconded by Ms. Lekha Shah

"RESOLVED THAT pursuant to resolution No.3 passed at the 96th Annual General Meeting held on 26th December, 2017, the company hereby ratifies the appointment of Messers Rahul Gautam Divan & Associates, Chartered Accountants, (ICAI Firm Registration No.120294W), holding office from the conclusion of the 96th Annual General Meeting until the conclusion of the 101st Annual General Meeting of the company to be held in the calendar year 2022, as the Statutory Auditors of the company, and approves the payment of remuneration as may be mutually agreed upon between the Board of Directors of the company and the Auditors."

"RESOLVED FURTHER THAT Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."



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6. APPOINTMENT OF SHRI SHRI HARIDAS TRICUMDAS KAPADIA AS AN INDEPENDENT DIRECTOR

Mr. Zahur Ismail Maniar proposed the following Resolution as an Ordinary Resolution and the same was seconded by Mr. Dinesh Gopaldas Bhatia

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the act), the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV to the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, the Articles of Association of the Company and the approval and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company, Shri Haridas Tricumdas Kapadia (DIN:00125090), in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director of the Company (a Non-Executive Independent Director of the Company, whose existing tenure as an Independent Director is up to 17th September, 2019 and being eligible), be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of 1 (One) year with effect from 17th September, 2019 up to 16th September, 2020 and that he shall not be liable to retire by rotation."

7. APPOINTMENT OF SHRI MADHU THAKORLAL ANKLESHWARIA AS AN INDEPENDENT DIRECTOR

Mr. Bimal Kumar Agarwal proposed the following Resolution as an Ordinary Resolution and the same was seconded by Mr. Kishori Hirala

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the act), the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV to the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, the Articles of Association of the Company and the approval and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company, Shri Madhu Thakorlal Ankleshwaria (DIN:02753794), in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director of the Company (a Non-Executive Independent Director of the Company, whose existing tenure as an Independent Director is up to 17th September, 2019 and being eligible), be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of 5 (five) consecutive years with effect from 17th September, 2019 up to 16th September, 2024 and that he shall not be liable to retire by rotation."

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8. APPOINTMENT OF SHRI ARVIND WASUDEO KETKAR AS AN INDEPENDENT DIRECTOR

Mr. Amit Panjamia proposed the following Resolution as an Ordinary Resolution and the same was seconded by Mr. Kirit Nanji Gogri.

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the act), the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV to the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, the Articles of Association of the Company and the approval and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company, Shri Arvind Wasudeo Ketkar (DIN:02863429), in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director of the Company (a Non-Executive Independent Director of the Company, whose existing tenure as an Independent Director is up to 17th September, 2019 and being eligible), be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of 1 (One) year with effect from 17th September, 2019 up to 16th September, 2020 and that he shall not be liable to retire by rotation."

9. RATIFICATION OF COST AUDITOR'S REMUNERATION

Mr. Tushar D. Sodha proposed the following Resolution as an Ordinary Resolution and the same was seconded by Mr. Amit Bagaria.

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), as amended from time to time, the remuneration payable (as recommended by the Audit Committee and approved by the Board of Directors of the Company), to CMA Shri S. S. Dongare holding ICWA Registration Number 12521, appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020, amounting to Rs. 66,000/- (Rupees Sixty Six Thousand Only) as also the payment of taxes as applicable and reimbursement of actual out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"



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The Chairman further informed the members that since all the resolutions were proposed and seconded, the shareholders may cast their votes for all the resolutions as set out in items 1 to 9 of the Notice of the 98th Annual General Meeting by putting tick mark as assent or dissent to the resolutions as contained in the poll paper and drop the same in the box provided for.

With a vote of thanks to the chair, the meeting concluded at 13.15 .

CHAIRMAN

Results of the Electronic Voting and Poll on the Ordinary and Special Businesses at the Annual General Meeting of the Company held on Friday, 20th September, 2019.

On the basis of the Scrutinizer's Report for the Electronic Voting commenced on Tuesday, 17th September, 2019 and was completed on Thursday, 19th September, 2019 and the Scrutinizer's Report for the Poll at the Annual General Meeting dated 20th September, 2019, the summary of which is given hereunder, the Chairman announced on the 20th September, 2019, that all the Resolutions for the Ordinary and Special Businesses as set out in Item No.1 to 9 in the Notice of the 98th Annual General Meeting of the Company have been duly passed by the requisite majority.

The result of the E-voting and Poll is as under :

The Dharamsi Morarji Chemical Company Limited								
Resolution Required: (Ordinary)		1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March 2019, 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	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	13288650	0	0.0000	0	0	0.000	0.0000
	Poll		13228675	99.5487	13228675	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.000	0.0000
	Total		13228675	99.5487	13228675	0	100.000	0.0000
Public Institutions	E-voting	423515	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.000	0	0	0.0000	0.0000
	Postal Ballot		0	0.000	0	0	0.0000	0.0000
	Total		0	0.000	0	0	0.0000	0.0000



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Public Non Institutions	E-voting		49930	0.4447	49629	301	99.9972	0.6028
	Poll	11227768	34365	0.3061	34365	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		84295	0.7508	83994	301	99.6429	0.3571
Total		24939933	13312970	53.3801	13312669	301	99.9977	0.0023

The Dharamsi Morarji Chemical Company Limited								
Resolution Required: (Ordinary)		2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March 2019, together with the Reports 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	13288650	13228675	99.5487	13228675	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13228675	99.5487	13228675	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	423515	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-voting		49951	0.4449	49650	301	99.9974	0.6026
	Poll		34365	0.3061	34365	0	100.0000	0.0000
	Postal Ballot	11227768	0	0.0000	0	0	0.0000	0.0000
	Total		84316	0.7510	84015	301	99.6430	0.3570
Total		24939933	13312991	53.3802	13312669	301	99.9977	0.0023



CHAIRMAN'S INITIALS

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THE DHARAMSI MORARJI CHEMICAL CO. LTD.								
Resolution required : (Ordinary / Special)							ORDINARY	
Whether promoter / promoter group are interested in the agenda/resolution?							No	
<p>3. To confirm:</p> <p>(a) the Interim dividend of Rs. 0.50 per equity share (face value of Rs. 10/- each) declared on 7th December, 2018 and already paid to shareholders on 3rd January, 2019, be considered as final dividend for the financial year ended 31st March, 2019, and</p> <p>(b) to declare a 'Special Centenary Year (1919 to 2019)' dividend of Rs. 1.00 per equity share (face value of Rs. 10/- each) for the financial year ended 31st March, 2019.</p>								
Promoter / Public	Mode of Voting	Total 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	13288650	0	0.0000	0	0	0.0000	0.0000
	Poll		13228675	99.5487	13228675	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13228675	99.5487	13228675	0	100.0000	0.0000
Public Institutions	E-Voting	423515	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	11227768	49951	0.4449	49950	1	99.9980	0.0000
	Poll		34365	0.3061	34365	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		84316	0.7510	84315	1	99.9988	0.0012
Total		24939933	13312991	53.3802	13312990	1	100.0000	0.0000



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THE DHARAMSI MORARJI CHEMICAL CO. LTD.

Resolution required : (Ordinary / Special)

ORDINARY

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

No

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

Promoter / Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in Favourt	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	13288650	0	0.0000	0	0	0.0000	0.0000
	Poll		13228675	99.5487	13228675	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13228675	99.5487	13228675	0	100.0000	0.0000
Public Institutions	E-Voting	423515	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	11227768	49951	0.4449	49953	398	99.2032	0.0000
	Poll		34365	0.3061	34365	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		84316	0.7510	83918	398	99.5280	0.4720
Total		24939933	13312991	53.3802	13312593	398	99.9970	0.0030



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THE DHARAMSI MORARJI CHEMICAL CO. LTD.								
Resolution required : (Ordinary / Special)							ORDINARY	
Whether promoter / promoter group are interested in the agenda/resolution?							No	
5. To ratify the appointment of Statutory Auditors of the company, holding office from the conclusion of the 95 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.								
Promoter / Public	Made of Voting	Total 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	13288650	0	0.0000	0	0	0.0000	0.0000
	Poll		13228675	99.5487	13228675	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13228675	99.5487	13228675	0	100.0000	0.0000
Public Institutions	E-Voting	423515	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	11227768	49951	0.4449	49574	377	99.2453	0.7547
	Poll		34365	0.3061	34365	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		84316	0.7510	83939	377	99.5529	0.4471
Total		24939933	13312991	53.3802	13312614	377	99.9972	0.0028

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THE DHARAMSI MORARJI CHEMICAL CO. LTD.								
Resolution required : (Ordinary / Special)								Special
Whether promoter / promoter group are interested in the agenda/resolution?								No
6. Special Resolution for Appointment of Shri Haridas Tricumdas Kapadia as an Independent Director								
Promoter / Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favourt	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	13288650	0	0.0000	0	0	0.0000	0.0000
	Poll		13228675	99.5487	13228675	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13228675	99.5487	13228675	0	100.0000	0.0000
Public Institutions	E-Voting	423515	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	11227768	49951	0.4449	49553	398	99.2032	0.7968
	Poll		34365	0.3061	34365	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		84316	0.7510	83918	398	99.5280	0.4720
Total		24939933	13312991	53.3802	13312593	398	99.9970	0.0030

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HELD AT ON TIME

THE DHARAMSI MORARJI CHEMICAL CO. LTD.									
Resolution required : (Ordinary / Special)								Special	
Whether promoter / promoter group are interested in the agenda/resolution?								No	
7. Special Resolution for Appointment of Shri Madhu Thakorlal Ankleshwaria as an Independent Director									
Promoter / Public	Mode of Voting	Total 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	13288650	0	0.0000	0	0	0.0000	0.0000	
	Poll		13228675	99.5487	13228675	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		13228675	99.5487	13228675	0	100.0000	0.0000	
Public Institutions	E-Voting	423515	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
Public - Non Institutions	E-Voting	11227768	49951	0.4449	49574	377	99.2453	0.7547	
	Poll		34365	0.3061	34365	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		84316	0.7510	83939	377	99.5529	0.4471	
Total		24939933	13312991	53.3802	13312614	377	99.9972	0.0028	



HELD AT ON TIME

THE DHARAMSI MORARJI CHEMICAL CO. LTD.									
Resolution required : (Ordinary / Special)								Special	
Whether promoter / promoter group are interested in the agenda/resolution?								No	
8. Special Resolution for Appointment of Shri Arvind Wasudeo Ketkar as an Independent Director									
Promoter / Public	Mode of Voting	Total 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	13288650	0	0.0000	0	0	0.0000	0.0000	
	Poll		13228675	99.5487	13228675	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		13228675	99.5487	13228675	0	100.0000	0.0000	
Public Institutionas	E-Voting	423515	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
Public - Non Institutions	E-Voting	11227768	49951	0.4449	49553	398	99.2032	0.7968	
	Poll		34365	0.3061	34365	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		84316	0.7510	83918	398	99.5280	0.4720	
Total		24939933	13312991	53.3802	13312593	398	99.9970	0.0030	

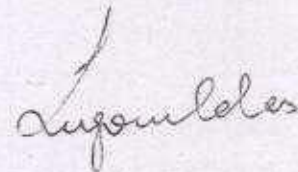
Lucy

HELD AT ON TIME

THE DHARAMSI MORARIJI CHEMICAL CO. LTD.								
Resolution required : (Ordinary / Special)								ORDINARY
Whether promoter / promoter group are interested in the agenda/resolution?								No
9. Ratification of Cost Auditor's Remuneration								
Promoter / Public	Mode of Voting	Total 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	13288650	0	0.0000	0	0	0.0000	0.0000
	Poll		13228675	99.5487	13228675	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13228675	99.5487	13228675	0	100.0000	0.0000
Public Institutions	E-Voting	423515	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	11227768	49951	0.4449	49574	377	99.2453	0.7547
	Poll		34365	0.3061	34365	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		84316	0.7510	83939	377	99.5529	0.4471
Total		24939933	13312991	53.3802	13312614	377	99.9972	0.0028

As above, all the resolutions stands passed with requisite majority under e-voting and poll, which according to law were deemed to be passed at this Annual General Meeting.

Entered on 20th September, 2019.



CHAIRMAN

CHAIRMAN'S INITIALS