

HELD AT ON TIME

MINUTES OF THE PROCEEDINGS OF THE 97TH 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 WEDNESDAY, THE 26TH DAY OF SEPTEMBER, 2018 AT 11.30 A.M.

The 97th 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 Wednesday, the 26th day of September, 2018 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 A.D.Gupte) Secretarial Auditor
Shri Rahul Gautam Divan) Partner Rahul Gautam Divan & Associates
Shri Jatin Popat) Practising Company Secretary

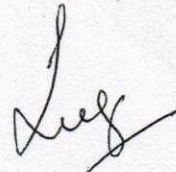
Shri D. T. Gokhale, Sr. Executive Vice President & Company Secretary.

117 members attended the meeting (inclusive of 4 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.

25



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CHAIRMAN'S INITIALS

HELD AT ON TIME

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 97th 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 Sunday, 23rd September, 2018 (9.00 am IST) and was completed on Tuesday, 25th September, 2018 (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 97th 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 Jatin Popat, Proprietor, JSP Associates, Practising Company Secretary (Membership No. FCS No. 4047 C.P. No. 6880) was appointed as the Scrutinizer for e-voting and the complete poll process. At this stage the Chairman had requested , Shri Jatin Popat, Proprietor, JSP 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. 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.

26

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CHAIRMAN'S INITIALS

HELD AT ON TIME

The Chairman proposed that since the shareholders had already received the Notice for the meeting along with the Annual Report, it may be taken as read. With the consent of the members present, the Notice of the Annual General Meeting was taken as read.

The Chairman then requested Shri D.T. Gokhale, Company Secretary to read the Auditors' report. The Company Secretary read out the Report of Messrs Rahul Gautam Divan & Associates, Chartered Accountants, the Auditors of the Company, on the Accounts for the financial year ended 31st March, 2018, Standalone/consolidated.

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 Economic scenario, Operations at Dahej and Roha, Environment Health and Safety (EHS), Responsible Care®, Overview of Operations of the Company 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 :**

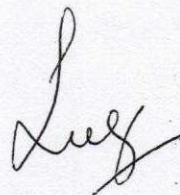
With the unanimous consent of the Members present, the Directors' Report for the financial year ended 31st March, 2018, the Auditor's Report for standalone financial statements for the financial year ended 31st March, 2018, the Standalone Balance Sheet as at 31st March, 2018, the Statement of standalone Profit and Loss for the financial year ended 31st March, 2018 and the standalone Cash Flow Statements for the financial year ended 31st March, 2018, 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. Vinayak Nagvekar.

"RESOLVED THAT the Report of the Board of Directors and the Audited Statements of Accounts for the financial year ended 31st March, 2018 and the Report of Auditors for the financial year ended 31st March, 2018, 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, 2018, the Consolidated Balance Sheet as at 31st March, 2018, the Consolidated Statement of Profit and Loss for the financial year ended



HELD AT ON TIME

31st March, 2018 and the Consolidated Cash Flow Statements for the financial year ended 31st March, 2018, 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 Bagadia.

“RESOLVED THAT the Audited Statements of Accounts for the financial year ended 31st March, 2018 and the Report of Auditors for the financial year ended 31st March, 2018, 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. Next Factory visit schedule ?
2. Performance of R & D Dept. and details of its continuance?
3. Who are our competitors of the Company?
4. Future plan of business of the Company at Roha and Dahej factories?
5. Details of the Export business of the Company?
6. Efforts made by the company to improve profitability.

The Chairman/Managing Director, & CEO replied to the above questions satisfactorily by giving the necessary information/clarifications.

3. **DIVIDEND ON EQUITY SHARES @ Rs.0.50 per Equity share**

The Chairman further proposed the following Resolution as an Ordinary Resolution and the same was seconded by Mr. Abid F. Lala.

“RESOLVED THAT Dividend of Rs. 0.50 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, 2018, be and is hereby approved and declared for the Financial Year ended 31st March, 2018.”

At this point, the Chairman announced that he was temporarily vacating the chair as the next item concerned was his own re-appointment.

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:



HELD AT ON TIME

4. REAPPOINTMENT OF SHRI LAXMIKUMAR NAROTTAM GOCULDAS AS A DIRECTOR OF THE COMPANY.

Shri Pravinchandra Panchal proposed the following Resolution as an Ordinary Resolution and the same was seconded by Ms. Tanvi J. Mehta

“RESOLVED THAT Shri Laxmikumar Narottam Goculdas, Director (holding DIN: 00459347), who retires from office by rotation under Article 135 of the Articles of Association of the Company, and being eligible offers himself for reappointment, be and is hereby re-appointed as a Director of the Company.”

At this point, Shri H.T. Kapadia requested Shri Laxmikumar Narottam Goculdas to resume as Chairman of the meeting. Shri Laxmikumar Narottam Goculdas took the chair.

5. RATIFICATION OF APPOINTMENT & REMUNERATION OF MESSRS. Rahul Gautam Divan & Associates, As Statutory Auditors.

Mr. Vinod Sanghvi proposed the following Resolution as an Ordinary Resolution and the same was seconded by Mr. Harsh Bharucha.

“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.”

6. APPOINTMENT OF SHRI MUKUL MANOHARLAL TALY AS AN INDEPENDENT DIRECTOR

Mr. Abid Fidaali Lala proposed the following Resolution as an Ordinary Resolution and the same was seconded by Mr. Vijaykumar K.

“RESOLVED THAT Shri Mukul Manoharlal Taly (DIN:01334360), who was appointed as an Additional Director of the company with effect from February 14, 2018 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the company under Section 161(1) of the Companies Act, 2013 (“the Act”) and Article 126 of the Articles of Association of the company, but who is eligible for appointment and in respect of whom the company has received a notice in writing under Section 160(1) of



HELD AT ON TIME

the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the appointment of Shri Mukul Manoharlal Taly (DIN:01334360), A Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment as an independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from February 14, 2018 upto February 13, 2023.”

7.

APPOINTMENT OF SHRI SANJEEV VISHWANATH JOSHI AS AN INDEPENDENT DIRECTOR


Mrs. Nisha G. Shenoy proposed the following Resolution as an Ordinary Resolution and the same was seconded by Mr. Dinesh G. Bhatra.

“RESOLVED THAT Shri Sanjeev Vishwanath Joshi (DIN: 00392020), who was appointed as an Additional Director of the company with effect from February 14, 2018 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the company under Section 161(1) of the Companies Act, 2013 (“the Act”) and Article 126 of the Articles of Association of the company, but who is eligible for appointment and in respect of whom the company has received a notice in writing under Section 160(1) of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the appointment of Shri Sanjeev Vishwanath Joshi (DIN: 00392020), A Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment as an independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from February 14, 2018 upto February 13, 2023.”

At this point, the Chairman announced that he was temporarily vacating the chair as the next two items concerned with the appointment of Shri Bimal Lalitsingh 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:



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CHAIRMAN'S INITIALS

HELD AT ON TIME

APPOINTMENT OF SHRI BIMAL LALITSINGH GOCULDAS AS A DIRECTOR

Mr. Manohar B. Chawla proposed the following Resolution as an Ordinary Resolution and the same was seconded by Mr. Dinesh Kotecha.

“RESOLVED THAT Shri Bimal Lalitsingh Goculdas (DIN:00367792), who was appointed as an Additional Director of the company with effect from February 14, 2018 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the company under Section 161(1) of the Companies Act, 2013 (“the Act”) and Article 126 of the Articles of Association of the company, but who is eligible for appointment and in respect of whom the company has received a notice in writing under Section 160(1) of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the appointment of Shri Bimal Lalitsingh Goculdas (DIN: 00367792) as a Director liable to retire by rotation be and is hereby appointed as a Director of the company.”

APPOINTMENT OF SHRI BIMAL LALITSINGH GOCULDAS AS MANAGING DIRECTOR, & CEO

Mr. N.G. Ashar proposed the following Resolution as an Ordinary Resolution and the same was seconded by Mr. Rohit Merchant.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded for the appointment and terms of remuneration of Shri Bimal Lalitsingh Goculdas (DIN: 00367792) as the Managing Director, & CEO of the Company for the period of five years from 1st April 2018 to 31st March 2023, (with the same remuneration upto 31st March, 2019 as approved by the Shareholders at the 95th Annual General Meeting held on 27th September, 2016 as under :

Basic Salary Rs.5,25,000/- per month (from 01.04.2018 to 31.03.2019) ,

Annual Performance Linked Incentive at the discretion of the Board of Directors within the overall permissible limit in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 upon the terms and conditions set out in the Explanatory Statement (item No. 8 & 9) annexed to the Notice

31



X
CHAIRMAN'S INITIALS

HELD AT ON TIME

convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors to alter and vary the remuneration, terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Shri Bimal Lalitsingh Goculdas”.

“RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to fix the remuneration and terms of appointment commencing from 01.04.2019 to 31.03.2023 which will be in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 as may be approved and recommended by the Nomination and Remuneration committee of the Board of Directors of the Company and to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

At this point, Shri H.T. Kapadia requested Shri Laxmikumar Narottam Goculdas to resume as Chairman of the meeting. Shri Laxmikumar Narottam Goculdas took the chair.

10. **COMMISSION TO NON-EXECUTIVE DIRECTORS**

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

“RESOLVED that pursuant to the provisions of Section 197,198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force), a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Non-Executive Directors of the Company or some or any of them (other than the Managing Director and/or Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each year commencing 1st April 2017.”

11. **RATIFICATION OF COST AUDITOR'S REMUNERATION**

Ms. Lekha Shah proposed the following Resolution as an Ordinary Resolution and the same was seconded by Ms. Nalini Deepak Lakhani.

“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 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, 2019, amounting to Rs. 66,000/- (Rupees Sixty Six



HELD AT ON TIME

Thousand Only) as also the payment of taxes as applicable and re-imbusement 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”

12. **CONTINUATION OF DIRECTORSHIP OF SHRI LAXMIKUMAR NAROTTAM GOCULDAS (DIN: 00459347)**

Mr. N.G. Ashar proposed the following Resolution as an Ordinary Resolution and the same was seconded by Mr. Dinesh Kotecha.

“RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Shri Laxmikumar Narottam Goculdas (DIN: 00459347) in the Company after his attaining the age of seventy five years on 16/09/2018.”

13. **CONTINUATION OF DIRECTORSHIP OF SHRI HARIDAS TRICUMDAS KAPADIA (DIN: 00125090)**

Mr. Chandiramani Mohan proposed the following Resolution as an Ordinary Resolution and the same was seconded by Mr. Vijay P. Koli.

“RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Shri Haridas Tricumdas Kapadia (DIN: 00125090) in the Company, after he attained the age of seventy five years, upto the expiry of his present term as an Independent Director i.e. 17th September, 2019.”

14. **CONTINUATION OF DIRECTORSHIP OF SHRI ARVIND WASUDEO KETKAR (DIN: 02863429)**

Mr. Vinayak Nagvekar proposed the following Resolution as an Ordinary Resolution and the same was seconded by Mr. Beruz Pouredehi.

“RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Shri Arvind Wasudeo Ketkar (DIN: 02863429) in the Company, after he attained the age of seventy five years, upto the expiry of his present term as an Independent Director i.e. 17th September, 2019.”

33



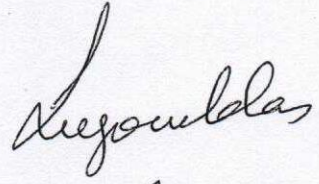
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CHAIRMAN'S INITIALS

HELD AT ON TIME

02863429) in the Company, after he attained the age of seventy five years, upto the expiry of his present term as an Independent Director i.e. 17th September, 2019.”

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 in 1 to 14 of the Notice of the 97th 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 13.05.


 CHAIRMAN
 Smt. H.N. Gowaldas

Results of the Electronic Voting and Poll on the Ordinary and Special Businesses at the Annual General Meeting of the Company held on Wednesday, 26th September, 2018.

On the basis of the Scrutinizer's Report for the Electronic Voting commenced on Sunday, 23rd September, 2018 and was completed on Tuesday, 25th September, 2018 and the Scrutinizer's Report for the Poll at the Annual General Meeting dated 26th September, 2018, the summary of which is given hereunder, the Chairman announced on the 26th September, 2018, that all the Resolutions for the Ordinary and Special Businesses as set out in Item No.1 to 14 in the Notice of the 97th Annual General Meeting of the Company have been duly passed by the requisite majority.

34



CHAIRMAN'S INITIALS

HELD AT ON TIME

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

The Dharamsi Morarji Chemical Company Limited							
Resolution Required: (Ordinary)		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.					
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
Promoter and Promoter Group	E-voting	0	0.0000	0	0	0.0000	0.0000
	Poll	13288650	12622362	94.9860	12622362	0	100.0000
	Postal Ballot	0	0.0000	0	0	0.0000	0.0000
	Total		12622362	94.9860	12622362	0	100.00
Public Institutions	E-voting	0	0.00	0	0	0.0000	0.0000
	Poll	431163	0	0.00	0	0.0000	0.0000
	Postal Ballot	0	0.00	0	0	0.0000	0.0000
	Total		0	0.00	0	0	0.00000
Public Non Institutions	E-voting	51950	0.4630		51947	3	99.9942
	Poll	11220120	2701	0.0241	2701	0	100.0000
	Postal Ballot	0	0.0000		0	0	0.0000
	Total		54651	0.4871	37800	3	99.9945
Total!	24939933	12677013	50.8302	12836812	3	100.00	0.0000

The Dharamsi Morarji Chemical Company Limited							
Resolution Required: (Ordinary)		2. Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March 2018, 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
Promoter and	E-voting	0	0.0000	0	0	0	0.00
	Poll	13288650	12622362	94.9860	12622362	0	100.0000

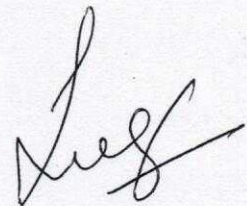


HELD AT ON TIME

Promoter Group	Postal Ballot		0	0.0000	0	0	0.0000	0.00
	Total		12622362	94.9860	12622362	0	100.0000	0.00
Public Institutions	E-voting	431163	0	0.0000	0	0	0.00	0.00
	Poll		0	0.0000	0	0	0.00	0.00
	Postal Ballot		0	0.0000	0	0	0.00	0.00
	Total		0	0.0000	0	0	0.00	0.00
Public Non Institutions	E-voting	11220120	51950	0.4630	51947	3	99.9942	0.0058
	Poll		2701	0.0241	2701	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.00	0.0000
	Total		54651	0.4871	54648	3	99.9945	0.0055
Total		24939933	12677013	50.8302	12677010	3	100.0000	0.0000

The Dharamsi Morarji Co. Limited

		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						
Resolution Required : (Ordinary)								
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	0.0000	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	431163	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		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	11220120	51950	0.4630	51947	3	99.9942	0.0058
	Poll		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



X

HELD AT ON TIME

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	13288650	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	431163	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		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	11220120	51950	0.4630	51947	3	99.9942	0.0058
	Poll		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

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 an 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]=([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		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	431163	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		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	11220120	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		54651	0.4871	54448	203	99.6286	0.3714
Total		24939933	12677013	50.8302	12676810	203	99.9984	0.0016



HELD AT ON TIME

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	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	13288650	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	431163	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		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	11220120	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		54651	0.4871	54448	203	99.6286	0.3714
Total		24939933	12677013	50.8302	12676810	203	99.9984	0.0016

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	13288650	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	431163	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		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	11220120	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		54651	0.4871	54448	203	99.6286	0.3714
Total		24939933	12677013	50.8302	12676810	203	99.9984	0.0016

38



CHAIRMAN'S INITIALS

HELD AT ON TIME

The Dharamsi Morarji Co. Limited

Resolution Required : (Ordinary)

8 - Appointment of Shri Bimal Lalitsingh Goualdas 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
Promoter and Promoter Group	E-Voting	13288650	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	431163	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		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	11220120	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		54651	0.4871	54448	203	99.6286	0.3714
Total		24939933	12677013	50.8302	12676810	203	99.9984	0.0016

The Dharamsi Morarji Co. Limited

Resolution Required : (Ordinary)

9 - Appointment of Shri Bimal Lalitsingh Goualdas as a Managing Director & CEO

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	13288650	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	431163	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		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	11220120	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		54651	0.4871	54448	203	99.6286	0.3714
Total		24939933	12677013	50.8302	12676810	203	99.9984	0.0016



HELD AT ON TIME

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
		[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		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	431163	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		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	11220120	51950	0.4630	45197	6753	87.0010	12.9990
	Poll		2701	0.0241	2701	0	100.0000	0.0000
	Postal Ballot		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

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	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		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	431163	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		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	11220120	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		54651	0.4871	54448	203	99.6286	0.3714
Total		24939933	12677013	50.8302	12676810	203	99.9984	0.0016

HELD AT ON TIME

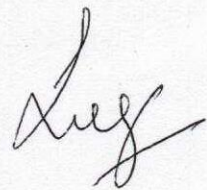
The Dharamsi Morarji Co. Limited

Resolution Required : (Special)			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					
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	13288650	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	431163	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		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	11220120	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		54651	0.4871	54448	203	99.6286	0.3714
Total		24939933	12677013	50.8302	12676810	203	99.9984	0.0016

The Dharamsi Morarji Co. Limited

Resolution Required : (Special)			13 - To consider and, if thought fit, to pass the Special Resolution for the continuation of directorship of Shri Haridas Tricumdas Kapadia (DIN: 00125090) after he attained the age of seventy-five years.					
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	0.0000	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	431163	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		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	11220120	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		54651	0.4871	54448	203	99.6286	0.3714
Total		24939933	12677013	50.8302	12676810	203	99.9984	0.0016

41



CHAIRMAN'S INITIALS

HELD AT ON TIME

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)

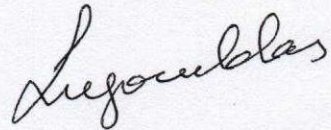
Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	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		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	431163	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		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	11220120	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		54651	0.4871	54448	203	99.6286	0.3714
Total		24939933	12677013	50.8302	12676810	203	99.9984	0.0016

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 27th September, 2018.



CHAIRMAN

15.10.2018